



Port Macquarie Hastings U3A Inc.

Constitution 2015

Under the Associations Incorporation Act 2009

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Part 1 – Preliminary

1. Definitions

(1) In this constitution:

the association means the Port Macquarie Hastings U3A Incorporated.

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office—the public officer of the association.

committee means the management committee of the association

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Identity

Port Macquarie Hastings U3A Inc., Incorporation Number INC/Y9882924, is a not-for-profit organisation and was first incorporated on 13 December 2004 under the name Hastings Valley U3A. It was re-incorporated on 16 July 2009 under its current name.

3. Interpretation

(1) This constitution is a modified version of the Model Constitution prepared by NSW Fair Trading dated August 2010 covering the matters required by law.

(2) The Model Constitution does not overrule this constitution if the intent of the clause has been unambiguously stated therein.

4. Objects

(1) The over-arching object of the association is to assist people who are over 50 years of age and no longer working full-time to maintain their intellectual, physical and emotional health by engaging with others in learning programs of a diverse nature designed to suit a broad range of interests. To achieve this the association aims to:

- (a) provide intellectually stimulating programs of learning and the social contacts arising therefrom for mature age people in partial or complete retirement
- (b) deliver these programs through a voluntary, self-help community.
- (c) improve the quality of life of members and to demonstrate that intellectual capacity can be maintained well into the third age.

Part 2 – Membership

5. *Membership generally*

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has been approved for membership of the association in accordance with clause 6.
- (2) Membership shall be open to all people approved by the committee and are over the age of 50 years, who are willing to accept the objects and the constitution of the association and are interested in participating in adult education activities.
- (3) At the discretion of the committee, membership may be open to persons who do not qualify as in subclause (2).
- (4) Membership shall be for 1 calendar year from 1 January to 31 December.
- (5) Members who have met the requirements as set out in subclauses (1), (2) and (3) may enrol in as many courses as they wish during the financial year.
- (6) No member is permitted to use the association sanctioned classes, groups or gatherings, to sell goods or services to any other member of the association on behalf of themselves or for any business undertaking
- (7) No member of the association shall purport to be speaking on behalf of the association without the prior approval of the committee.

6. *Application for membership*

- (1) A person applying for membership of the association:
 - (a) must complete the application form as provided by the association, and
 - (b) must pay the prescribed membership fee and, where required, the prescribed joining fee.
- (2) On receipt of the completed application form and the prescribed fees, the secretary of the association shall enter the applicant's name in the Register of Members, and the applicant becomes a member of the association.

7. *Categories of membership*

The association shall consist of Ordinary Members and Life Members.

- (1) *Ordinary Members.* Members who are entitled to the full privileges of membership and are liable for payment of all fees and levies.
- (2) *Life Members.* On the recommendation of the committee, an ordinary member may be elected a life member at any general meeting of the association, and shall be elected by a simple majority of members present, and shall thereafter be entitled to all the privileges of membership but are not liable for payment of fees and levies.

8. *Cessation of membership*

A person ceases to be a member of the association if the person:

- (a) dies, or

- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to renew the annual membership fee under clause 12 within 1 month after the fee is due.

9. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

10. Resignation of membership

- (1) A member of the association may resign from membership of the association by giving notice in writing to the secretary.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Register of members

- (1) The association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member and such other information as is deemed necessary for the effective management of the association.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) No information contained on the register about a member other than the member's name shall be available for inspection without the permission of the member concerned.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee as determined by the committee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must renew their membership by completing the renewal form and paying to the association the annual membership fee as determined by the committee,
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or

- (b) if the member becomes a member on or after 1 January in any calendar year—on becoming a member and before 1 January in each succeeding calendar year.

13. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 12.

14. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, shall in the first instance be referred to the committee for mediation and resolution.
- (2) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association that is not resolved under clause 14(1) is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

15. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 16, whichever is the later.

16. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 – The committee

17. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (1) is to control and manage the affairs of the association, and
- (2) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

18. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least four (4) and up to six (6) ordinary committee members
- (2) Each member of the committee is to be elected at the annual general meeting of the association under clause 19.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) No member of the committee may hold two or more offices concurrently.

19. Election of committee members

- (1) Nominees for the committee must be financial Ordinary Members of the association of at least 12 months standing.
- (2) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by two (2) members of the association who have been financial members of the Association of at least 12 months standing, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (3) A nomination of a candidate for election under this clause is valid if that candidate has been nominated for election to another office at the same election, except that where a member has

been elected as an officer any further written nomination for any other position which would entitle that member to serve on the committee will be deemed to be withdrawn.

- (4) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies subject to clause 24 (1).
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting by secret ballot.

20. Register of committee members

- (1) The association must establish and maintain a register of committee members
- (2) The register must contain the following particulars in relation to each committee member:
 - (a) the committee member's name, date of birth and residential address,
 - (b) the date on which the committee member takes office,
 - (c) the date on which the committee member vacates office,
 - (d) such other particulars as may be prescribed by the regulations.
- (3) The register must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (4) Any change in the membership of the committee must be recorded in the register within one month after the change occurs.
- (5) The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

21. President

The president is the senior executive officer of the association.

22. Secretary

- (1) The secretary of the association must as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address
- (2) It is the duty of the secretary to keep records of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

- (4) The secretary shall keep a record of all correspondence on behalf of the association.
- (5) The secretary shall have all outgoing correspondence ratified by the committee.

23. Treasurer

- (1) It is the duty of the treasurer of the association to ensure:
 - (a) that all money due to the association is collected and received and that payments authorised by the association are made, and
 - (b) that all money received and relating to the business of the association is deposited without deduction into an account in the name of Port Macquarie Hastings U3A Inc.; and
 - (c) that as soon as practicable after receiving moneys an appropriate receipt is issued; and
 - (d) that correct books and accounts are kept showing the financial affairs the association, including full details of all receipts and expenditure connected with the activities of the association.
- (2) The treasurer shall submit a report on finances at each committee meeting and general meeting.
- (3) The treasurer shall, at the annual general meeting, deliver to the chairperson a balance sheet and statement of income and expenditure, covering the financial year immediately preceding that annual general meeting.

24. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) is appointed to a vacant position on the committee, or
 - (e) resigns office by notice in writing given to the secretary, or
 - (f) is removed from office under clause 25, or
 - (g) becomes a mentally incapacitated person, or
 - (h) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (j) is prohibited from being a director of a company under Part 2D.6 of the Corporations Act 2001 of the Commonwealth.

25. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) A resolution to remove a member of the committee from office is to be determined by secret ballot and simple majority of votes cast by members of the association.

26. Committee meetings and quorum

- (1) The Committee shall meet no fewer than 6 times in each calendar year to conduct the business of the association.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a place, date and time as determined by the committee, of which no less than 48 hours notice shall be given to each member of the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

27. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the association as the committee thinks fit) the

exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
 - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

28. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 26 (5), the committee may act despite any vacancy on the committee.
- (4) Any Committee Member having a direct or indirect interest in a matter under consideration, shall
 - (a) disclose the nature of the interest and must not be present during any deliberations, and may not vote on the matter under consideration, and
 - (b) particulars of any disclosure must be recorded and that record must be open all reasonable hours to inspection by any member of the association, on payment of a fee determined by the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 – General meetings

29. Annual general meetings

- (1) The association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The annual general meeting of the association is, subject to the Act and to subclause (1), to be convened on such date and at such place and time as the committee thinks fit.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to receive and consider a statement which gives a true and fair view of the income and expenditure and the assets and liabilities of the association during the last financial year; and
 - (d) to elect office-bearers of the association and ordinary committee members.
- (4) An annual general meeting must be specified as such in the notice convening it.
- (5) If the annual general meeting has not been called by the end of December in any year, 5% of members may convene and conduct an annual general meeting.
- (6) An annual general meeting convened by members as referred to in subclause (5), shall be convened as nearly as is practicable in the same manner as annual general meetings are convened by the committee and any member who thereby incurs expenses of convening, is entitled to be reimbursed by the association.

30. Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5% of financial members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are

convened by the committee, and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

31. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (3).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. Procedure for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twelve (12) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 6) are to constitute a quorum.

33. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of decisions

- (1) Except as provided by this constitution, a question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) a written ballot, if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36. Special resolutions

- (1) A resolution is passed by the association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the association, or
 - (c) in such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1)(b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1)(c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1)(a) or (b).

37. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

38. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

39. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

40. Public officer

- (1) The committee must appoint a public officer.
- (2) The public officer must be ordinarily resident in New South Wales.
- (3) The position of public officer shall be held by a member of the association.
- (4) The public officer's acts are valid despite any defect in his or her appointment.
- (5) Within 28 days after taking office as the association's public officer, a person must notify the Director-General, in the approved form, of:
 - (a) the person's full name and date of birth, and
 - (b) the person's address for service of notices, being either the person's residential address or some other address at which the person can generally be found, and
 - (c) the fact that the person has taken office as public officer.
- (6) If there is any change in the address of the public officer of the association, the public officer must notify the Director-General, in the approved form, of the new address within 28 days after the change occurs.

41. Vacation of office of public officer

- (1) The association's public officer vacates office in the following circumstances:
 - (a) if he or she dies,
 - (b) if he or she resigns the office in writing addressed to the association's committee,
 - (c) if he or she is removed from office by resolution of a general meeting of the association,
 - (d) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit,
 - (e) if he or she becomes a mentally incapacitated person,
 - (f) if he or she ceases to ordinarily reside in New South Wales,
 - (g) if he or she ceases to be a member of the association; or
 - (h) in such other circumstances as the constitution of the association may provide.
- (2) Within 14 days after vacating office, a former public officer of the association must ensure that all documents in his or her possession that belong to the association are delivered to a committee member of the association.
- (3) The association's committee must fill any vacancy in the office of public officer within 28 days after the vacancy arises.

42. Insurance

The Association shall effect and maintain with an approved insurer public liability insurance cover of any such amount as may be required by the law and may effect and maintain such other insurance as the committee may, from time to time, deem necessary.

43. Funds—source

- (1) The funds of the association are to be derived from any fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or another member of the association, who is authorised to do so by the committee.
- (3) The public officer is, by virtue of that office, an authorised signatory of the association.
- (4) Further to subclause (2 and 3), the association may effect electronic payments which must be authorised by any two (2) members of the committee or another member of the association, who is authorised to do so by the committee.

45. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

46. Change of name, objects and constitution

- (1) The name, statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.
- (2) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

47. Custody of books etc

Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

48. Inspection of books etc

- (1) Except as provided by this constitution, the books and other documents of the association, shall be open for inspection, free of charge, at any reasonable time by a member of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

49. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission, if so agreed by the member, to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50. Winding up of the association

The association may be wound up voluntarily if so resolved by special resolution of members at a general meeting.

51. Distribution of surplus assets

- (1) The surplus assets of the association are those assets of the association remaining after satisfaction of the debts and liabilities of the association and the cost, charges and expenses incurred of the winding up and shall be distributed in accordance with a special resolution of the association.
- (2) Any such distribution of surplus assets :
 - (a) must be approved by the Director General, and
 - (b) is not to be made to or for the benefit of:
 - (i) any members or former members of the association, or
 - (ii) any person to be held on trust for any member or former members of the association unless the member or former member is an association whose constitution, at the time of the distribution, prohibits the distribution of assets to its members,
 - (c) is subject to any trust affecting the asset or part of it.
- (3) Surplus assets or any part of those assets that consists of assets supplied by a government department or public authority, including any unspent portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

52. Matters not covered by the constitution

Where any subject, matter or dispute not specifically covered by this constitution is brought before the committee, the committee shall have the power to discuss, investigate and decide upon such subject, matter or dispute provided that such subject, matter or dispute is not covered by law.

Such decisions shall be binding on all members of the association.