



Port Macquarie Hastings U3A Inc.

Constitution 3 November, 2023

Under the Associations Incorporation Act 2009

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Part 1 – Preliminary

1. Definitions

(1) In this constitution:

the association means Port Macquarie Hastings U3A Incorporated

committee means the management committee of the association

committee member means an office-bearer or ordinary committee member

office-bearer means a committee member who is elected to an office referred to in clause 18

ordinary committee member means a committee member who is not an office-bearer

exercise a function includes perform a duty

function includes a power, authority or duty

register of members means the register of members maintained under clause 11

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

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

the Regulation means the *Associations Incorporation Regulation 2022*.

(2) The *Interpretation Act 1987* applies to this constitution as if it 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 September 2022 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, or, at the discretion of the committee, for 6 months from 1 July 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 either in writing or by electronic means 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, Life Members and Honorary 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.
- (3) *Honorary Members.* This category includes a person who is a financial member of another U3A and who is residing temporarily in the Port Macquarie Hastings Region. Such a person is not

liable for payment of membership fees. However, the full-term course fees for each chosen course, must be paid. Maximum period of such membership is 3 calendar months.

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 6 weeks 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) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

10. Resignation of membership

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

11. Register of members

- (1) The association must establish and maintain a register of members of the association.
- (2) The register
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member – the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (i) at the main premises of the association, or
 - (ii) if the association has no premises, at the association's official address.
 - (d) must be available for inspection, free of charge, by any member of the association at any reasonable time, and
 - (e) if kept in electronic form – must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee or not more than \$1, as determined by the committee, for each page copied.

- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
 - (b) it is 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 joining 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, either in writing or by electronic means, 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 either of the following is limited to the amount of any outstanding fees for the member under clause 12:

- (1) the debts and liabilities of the association;
- (2) the costs, charges and expenses of the winding up of the association.

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 must be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

15. Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the association has:
 - (a) failed to comply with a provision of this constitution, or

- (b) 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.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served within which to make submissions to the committee about the complaint, and
 - (c) consider 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:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for having taken that action, and
 - (c) the member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period – the day the association confirms the resolution under clause 16.

16. Right of appeal of disciplined member

- (1) A member may appeal against a resolution of the committee under clause 15 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given the opportunity to state the member's case orally or in writing, or both, and
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

Part 3 – The committee

Division 1 Constitution

17. Functions of the committee

Subject to the Act, and the Regulation, this constitution and 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 the functions that 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 do all things that are 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) 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 6 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 6 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 22 (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. Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

21. 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.

22. Vacancies in office

- (1) 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) resigns from office by written notice given to the secretary, or
 - (d) is removed from office under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may:
- (a) by resolution determined by secret ballot and simple majority of votes cast, remove a committee member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

23. President

The president is the senior executive officer of the association.

24. Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and

- (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting – signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent 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.

25. Treasurer

- (1) The treasurer of the association must ensure that:
 - (a) all money owed to the association is collected, and
 - (b) all payments authorised by the association are made, and
 - (c) 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
 - (d) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure relating to the association's activities.
- (2) The treasurer shall submit a report on finances at each committee 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.

26. Delegation to subcommittees

- (1) The committee may:
 - (a) establish one or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint one or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.

Division 2 Procedure

27. Committee meetings

- (1) The Committee must meet at least 6 times in each calendar year at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.

- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

28. Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee of at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

29. Quorum

- (1) The quorum for a meeting of the committee is 5 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is 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.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 22 applies.

30. Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent – the vice-president,
 - (c) if both the president and vice-president are absent – one of the members present at the meeting, as elected by the other members.

31. Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes – a second or casting vote.

- (3) 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 to inspection by any member of the association at all reasonable times, on payment of a fee determined by the committee.

32. Acts valid despite vacancies or defects

- (1) Subject to clause 29(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

33. Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Part 4 – General meetings

34. Annual general meetings

- (1) The association must hold the association's annual general meetings within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and subclause (1), the annual general meeting is to be held at the place and time determined by the committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the association's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.
- (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.

35. Special general meetings

- (1) The committee may call a special general meeting of the association whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than one document in a similar form signed by one or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, one or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

36. Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution – at least 21 days before the meeting, or
 - (b) otherwise – at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed, and
 - (d) for an annual general meeting – that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting – business referred to in clause 34(3).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

37. Quorum

- (1) The quorum for a general meeting is 12 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members – is dissolved, or
 - (b) otherwise – is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 6 members present, the members present constitute a quorum.

38. Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

39. Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,
 - (b) if the president is absent – the vice-president,
 - (c) if both the president and vice-president are absent – one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes – a second or casting vote.

40. Voting

- (1) A member is not entitled to vote at a general meeting unless the member has paid all money owed by the member to the association.
- (2) Each member has 1 vote, except as provided by clause 39(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 42 applies – an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting, or
 - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

41. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 16.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

42. *Transaction of business outside meetings or by telephone or other means*

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Part 5 – Administration

43. *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 Fair Trading, 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 Fair Trading, in the approved form, of the new address within 28 days after the change occurs.

44. *Vacation of office of public officer*

- (1) The association's public officer vacates office if he or she:
 - (a) dies, or
 - (b) resigns in writing to the association's committee, or
 - (c) is removed from office by the passing of a resolution at a general meeting of the association or

- (d) becomes bankrupt, or
 - (e) becomes a mentally incapacitated person, or
 - (f) ceases to ordinarily reside in New South Wales, or
 - (g) ceases to be a member of the association; or
 - (h) meets any circumstances as provided for in the constitution of the association.
- (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.

45. *Change of name, objects or 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 for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:
- (a) the public officer, or
 - (b) a committee member.

46. *Funds*

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
- (a) the joining fees and annual subscription fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
- (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

47. *Insurance*

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

48. *Non-profit status*

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

49. Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally – on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post – on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

50. Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (1) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
 - (a) the public officer,
 - (b) a member of the association, or
- (2) if the association has no premises – at the association's official address, in the custody of the public officer.

51. Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (a) this constitution,
 - (b) minutes of committee meetings and general meetings of the association,
 - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or

- (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

52. Financial year

The association's financial year is:

- (a) the period 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.

53. Winding up of the association

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

54. Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

- (a) with similar objects, and
- (b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:

surplus property has the same meaning as in the Act, section 65.

55. 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.