



**U3A Batemans Bay Incorporated**

# **Constitution**

(Incorporating Amendments made in 1994, 2010, 2016 and 2020)

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## Constitution of U3A Batemans Bay Inc.

### 1. Purpose

- 1.1 To provide an organised regional focus of the University of the Third Age movement (known as **U3A**) in the Eurobodalla Shire.
- 1.2 U3A Batemans Bay Incorporated (**U3A BB**) is a key community resource for those over 50 years of age that enables them to be engaged in activities that provide opportunities in the community to learn for pleasure with friendships.
- 1.3 In particular to provide members with regular and informal programs of wide ranging intellectual and cultural activities.

### 2. Objectives of U3A BB

U3A BB will:

- 2.1 provide affordable learning opportunities for people over 50, using the skills and abilities of the members themselves;
- 2.2 develop and promote a range of opportunities targeted to people over 50 that include arts and crafts, sport and recreation, learning and skills development;
- 2.3 strive to build a resilient healthy membership;
- 2.4 print, publish and circulate publications that assist the aims and objectives of U3A;
- 2.5 network with other associations of like nature and the public;
- 2.6 provide gatherings of a social nature for the members of U3A BB;
- 2.7 provide effective communications to members and the local community to ensure they are informed about the Association and its activities;
- 2.8 utilise Information Technology to assist the smooth running of the Association by providing information in an effective, timely fashion and
- 2.9 participate as a member of the U3A NSW Network.

### 3. Activities

- 3.1 The principal activity is the arrangement of courses on topics of interest under the guidance of tutors who are members or associate members of U3A Batemans Bay.
- 3.2 No qualifications, other than a lively interest, are required to join a course. No exams are held on any topic.
- 3.3 Tutors voluntarily contribute their expertise and knowledge in accordance with the U3A ethos. They may be reimbursed for out of pocket expenses as determined by the committee.

## Part 1 - Preliminary

### 4. Definitions

4.1 In this Constitution:

**Director-General** means the Director-General of Service NSW;

**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 these Rules as secretary of the Association; or
- (b) where 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 (**AGM**);

**the Act** means the *Associations Incorporation Act, 2009*;

**the Regulation** means the *Associations Incorporation Regulation, 2016*.

4.2 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.

4.3 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 these Rules were an instrument made under the Act.

## Part 2 - Membership

### 5. Membership Generally

5.1 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 in accordance with clause 6.

5.2 A person may become an associate member of the Association if:

- (a) the person is providing a service to the Association in the capacity of a guest tutor, leader or speaker and their membership is approved by the committee or a person nominated by the committee; or

- (b) the person is attending a single event or activity and meets the requirements determined by the committee for associate membership for the duration of that event or activity.

5.3 An associate member:

- (a) has no voting rights; and
- (b) is not entitled to nominate for election to the committee.

5.4 A person may become a life member of the Association if the committee considers that person to have rendered outstanding service to the Association.

## 6. Application for Membership

6.1 An application for membership of the Association:

- (a) must be in writing, in the form approved by the committee, and signed or submitted by the applicant; and
- (b) must be lodged with the secretary of the Association or the person nominated by the committee; and
- (c) must be accompanied by the membership fee.

6.2 As soon as practical after receiving an application for membership, the secretary or nominee must:

- (a) refer the application to the committee, which is to determine whether to approve or reject the application; and
- (b) enter or cause to be entered the applicant's name in the electronic register of members.

6.3 If the committee rejects the application, the secretary or nominee must:

- (a) notify the applicant that the committee has rejected the application; and
- (b) cause the applicant's name to be removed from the electronic register of members.

## 7. Cessation of Membership

7.1 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 pay the annual membership fee under sub-clause 11.2 within 3 months after the fee is due.

## **8. Membership Entitlements not Transferable**

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

- 8.1 is not capable of being transferred or transmitted to another person; and
- 8.2 terminates on cessation of the person's membership.

## **9. Resignation of Membership**

- 9.1 (a) A member may resign by written notice given to the secretary.  
(b) The person's resignation takes effect on the day the notice is received by the secretary.
- 9.2 If a member of the Association ceases to be a member, the secretary must cause an appropriate entry to be made in the electronic register of members, recording the date on which the member ceased to be a member.

## **10. Electronic Register of Members**

- 10.1 The secretary of the Association must cause the electronic register of members to be maintained. The register must specify 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.
- 10.2 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 address of the Public Officer.
- 10.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 10.4 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.

## **11. Membership Fee**

- 11.1 A member of the Association must pay to the Association an annual membership fee of an amount determined by the committee from time to time.
- 11.2 The membership fee is payable at the time determined by the committee.

- 11.3 A member joining in Term 4 may pay part of the full fee as determined by the committee.

## 12. 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 11.

## 13. Resolution of Disputes

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, is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 2010*.

## 14. Disciplining of Members

- 14.1 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 the Rules, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 14.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 14.3 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.
- 14.4 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.
- 14.5 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 15.



- 14.6 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 15, whichever is the later.

### **15. Right of Appeal of Disciplined Member**

- 15.1 A member may appeal to the Association in a general meeting against a resolution of the committee under clause 13 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 15.2 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.
- 15.3 On receipt of a notice from a member under sub-clause 15.1, 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.
- 15.4 At a general meeting of the Association convened under sub-clause 15.3:
- (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.
- 15.5 The appeal is to be determined by a simple majority of votes cast by members of the Association

## **Part 3 - The Committee**

### **16. Powers of the Committee**

- 16.1 Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the committee:
- (a) is to control and manage the affairs of the Association;
  - (b) 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

- (c) 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.
- 16.2 The Association must keep a register of committee members in accordance with section 29 of the Act.
- 16.3 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; and
  - (d) such other particulars as may be prescribed by the Regulation.
- 16.4 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 Public Officers' address.
- 16.5 Any change in the committee's membership must be recorded in the register within one month after the change occurs.
- 16.6 The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

## **17. Composition and Membership of Committee**

- 17.1 The committee is to consist of:
  - (a) the office-bearers of the Association; and
  - (b) at least 3 ordinary members each of whom is to be elected at the annual general meeting of the Association under clause 18.
- 17.2 The total number of committee members is to be at least 8.
- 17.3 The office-bearers of the Association are as follows:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer;
  - (d) the secretary; and
  - (e) a course coordinator.

- 17.4 A committee member may hold up to two (2) offices (other than both the president and vice-president).
- 17.5 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.

### **18. Election of Committee Members**

- 18.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
- (a) must be made in writing, signed by two (2) members of the Association 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 seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations can be received at the annual general meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 18.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.

### **19. President**

- 19.1 The president is elected annually. A person may be elected president as many times as the membership sees fit but each period of the presidency cannot exceed three (3) years.
- 19.2 It is the duty of the president of the Association to:
- (a) lead the Association;
  - (b) promote the interests of the members;
  - (c) ensure activities comply with the legal requirements; and

- (d) be cognisant of this Constitution and the Association's Rules.

## 20. Secretary

- 20.1 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.
- 20.2 It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee;
  - (b) the names of members of the committee present at a committee or a general meeting; and
  - (c) all proceedings at committee and general meeting.
- 20.3 Minutes of proceedings at a meeting must be approved at the subsequent meeting.

## 21. Treasurer

It is the duty of the treasurer of the Association to ensure that:

- 21.1 all money due to the Association is collected and received and that all payments authorised by the Association are made;
- 21.2 correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
- 21.3 a monthly reconciliation is prepared and presented to the committee; and
- 21.4 an annual report is prepared and presented at the AGM.

## 22. Casual Vacancies

- 22.1 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.
- 22.2 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) resigns office by notice in writing given to the secretary; or

- (e) is removed from office under clause 23; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from three (3) consecutive meetings of the committee; or
- (h) 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
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the *Corporations Act 2001* of the Commonwealth.

### **23. Removal of Committee Members**

- 23.1 The Association in a 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.
- 23.2 If a member of the committee to whom a proposed resolution referred to in sub-clause 23.1 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 general meeting at which the resolution is considered.

### **24. Committee Meetings and Quorum**

- 24.1 The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 24.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 24.3 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.
- 24.4 Notice of a meeting given under sub-clause 24.3 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 agrees to treat as urgent business.
- 24.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- 24.6 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 the same place and at the same hour of the same day in the following week.
- 24.7 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.
- 24.8 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.

## 25. E Meetings

General and committee meetings may be held using any technology approved by the committee that gives each of the members a reasonable opportunity to participate. A member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 26. Delegation by Committee to Sub-Committee

- 26.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as the committee determines, 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.
- 26.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 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.
- 26.4 Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as if it had been done or suffered by the committee.
- 26.6 A sub-committee may meet and adjourn as it thinks proper.

26.7 The committee may revoke wholly or in part any delegation under this clause.

## **27. Voting and Decisions**

27.1 Questions arising at a meeting of the committee or any sub-committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

27.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.

27.3 Subject to clause 23, the committee may act despite any vacancy on the committee.

27.4 Any act or thing done or suffered, or purported 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**

### **28. Annual General Meeting - Holding of**

28.1 The Association must hold an annual general meeting:

- (a) within 6 months after the close of the Association's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **29. Annual General Meeting - Calling of and Business at**

29.1 The annual general meeting of the Association is, subject to the Act and to clause 29, to be convened on such date and at such place and time as the committee thinks fit.

29.2 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 the financial statement which is required to be submitted to members under the Act; and

- (d) to elect office-bearers of the Association and ordinary committee members.

29.3 An annual general meeting must be specified as such in the notice convening it.

### **30. Special General Meetings - Calling of**

30.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

30.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.

30.3 A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (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.

30.4 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 three (3) months after that date.

30.5 A special general meeting convened by a member or members as referred to in sub-clause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **31. Notice**

31.1 Except, if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Association, the secretary must, at least fourteen (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.

31.2 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 sub-clause 31.1, the intention to propose the resolution as a special resolution.



- 31.3 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 30.
- 31.4 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. Quorum for General Meetings**

- 32.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled, under these Rules, to vote is present during the time the meeting is considering that item.
- 32.2 Twelve 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.
- 32.3 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.
- 32.4 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**

- 33.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- 33.2 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**

- 34.1 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.
- 34.2 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.

- 34.3 Except as provided in sub-clauses 34.1 and 34.2, 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**

- 35.1 A question arising at a general meeting of the Association is to be determined by either:
- (a) a show of hands, or
  - (b) if, on the motion of the chairperson or if 5 or more members present at the meeting, decide that the question should be determined by a written ballot—a written ballot.
- 35.2 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.
- 35.3 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**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

### **37. Voting**

- 37.1 On any question arising at a general meeting of the Association a member has one vote only.
- 37.2 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.
- 37.3 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.

*Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

### **39. Postal and Electronic Ballots**

- 39.1 The Association may hold a postal ballot or electronic ballot to determine any issue or proposal (other than an appeal under clause 15).
- 39.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 in the Regulation.

## **Part 5 - Miscellaneous**

### **40. Insurance**

The Association must obtain and maintain insurance.

### **41. Funds - Source**

- 41.1 The funds of the Association are to be derived from annual subscriptions of membership fees and donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 41.2 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.
- 41.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42. Funds - Management**

- 42.1 Subject to any resolution passed by the Association in a committee or 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.
- 42.2 All cheques, drafts, bills of exchange, electronic payments and other negotiable instruments must be signed by any two (2) members of the committee of the Association, being members authorised to do so by the committee.

### **43. Change of Name, Objects and Constitution**

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.

### **44. Custody of Books etc**

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents, in hard copy or electronic form, relating to the Association.

## **45. Inspection of Books etc**

- 45.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association;
  - (b) this Constitution; and
  - (c) minutes of all committee and general meetings of the Association.
- 45.2 A member of the Association may obtain a copy of any of the documents referred to in sub-clause 45.1 on payment of a fee of not more than \$1 for each page copied.
- 45.3 Despite sub-clauses 45.1(a), (b), (c) and 45.2, the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

## **46. Service of Notices**

- 46.1 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 electronic transmission to an address specified by the person for giving or serving the notice.
- 46.2 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 electronic transmission, on the date it was sent.

## **47. Financial Year**

The financial year of the Association is the period of 12 months ending on 31 December in each year.

## **48. Rules**

The committee may from time to time make rules, not inconsistent with this Constitution, for the governance of the Association.