



## CONSTITUTION

# Writers of the Far South Coast Incorporated

Under the Associations Incorporation Act 2009  
and Associations Incorporation Regulation 2016

Founded in September 1981 by Avril Smith  
First registered as an incorporated association with NSW Fair Trading on the 20<sup>th</sup> December 2006.

ABN 83 267 549 343

INC9886800

Accepted by special resolution at an Annual General Meeting on 21<sup>st</sup> April 2018  
Lodged with NSW Fair Trading and takes effect from 6<sup>th</sup> July 2018

Signed : \_\_\_\_\_ Date : 30<sup>th</sup> April 2018

Position : President

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# Part 1 – Preliminary

## 1. Name of the association

The name of the incorporated association is “Writers of the Far South Coast Incorporated” hereafter referred to in the constitution and objects as “the association”.

## 2. Type of association

The Writers of the Far South Coast is a not-for-profit, incorporated association under NSW Department of Fair Trading, registered with the ACNC as advancing culture.

## 3. The objects and purposes

- (1) The objects and purposes of the association are as follows:
  - (a) to foster and promote the growth and development of literature and letters in all their forms in Australia.
  - (b) the association shall be:
    - (i) non-political; and
    - (ii) non-sectarian; and
    - (iii) inclusive; and
    - (iv) not-for-profit; and
    - (v) located in Australia on the Far South Coast of NSW, in the Bega Valley Shire; and
    - (vi) include volunteers in the association’s management;
  - (c) to cooperate with other bodies or organisations to further the above.
  - (d) to undertake ventures and activities that are conducive to the attainment of the objects of the association.

## 4. Definitions

- (1) In this constitution:
  - the Act** refers to the [Associations Incorporation Act 2009](#);
  - the Association** refers to the *Writers of the Far South Coast Inc (WFSC)* incorporated under NSW Fair Trading INC9886800;
  - annual general meeting** refers to the *General Meeting convened annually in accordance with [clause 38](#)*;

...definitions continue

**annual membership fee** refers to the fee determined from time to time by resolution at a committee meeting;

**ACNC** refers to the Australian Charities and Not-for-profits Commission

**ACNC Act** refers to the [Australian Charities and Not-for-profits Commission Act 2012](#) of the Commonwealth (Cth);

**authorised signatory** refers to a person with authority to sign official documents on behalf of the association;

**the Committee** refers the committee of the WFSC elected in accordance with this Constitution;

**committee meeting** refers to a meeting of the committee of the WFSC convened regularly in accordance with [part 4](#);

**DGR status** refers to Deductible Gift Recipient Status

**Far South Coast** refers to the region of NSW encompassing all areas within the Bega Valley Shire Council.

**financial institution** refers to an authorised deposit-taking institution within the meaning of section 5 of the [Banking Act 1959](#) (Cth);

**financial year** refers to the financial year set out in [clause 51](#);

**general meeting** refers to a general meeting of Members convened in accordance with [part 5](#);

**honorary member** refers to a person or appointed as an honorary member of the WFSC in accordance with [clause 12](#);

**joining fee** refers the fee determined from time to time by resolution at a committee Meeting;

**life member** refers to a person appointed as a life member of the WFSC in accordance with [clause 11](#);

**month** refers to a calendar month;

**ordinary committee member** refers to a member of the committee who is not an office-bearer of the WFSC;

**ordinary member** refers to a person appointed as a Member of the WFSC in accordance with [clause 10](#);

**president** refers to the President of the WFSC elected in accordance with the Constitution;

**public officer** refers to the public officer of the WFSC appointed by the committee in accordance with the Constitution;

**register of members** refers to the register of the WFSC's Members established and maintained in accordance with [clause 16](#);

**the Regulation** refers to the [Associations Incorporation Regulation 2016](#).

...definitions continue

**secretary** refers to:

- (a) the person holding office under this constitution as secretary of the WFSC, or
- (b) if no person holds that office - the public officer of the WFSC.

**special general meeting** refers to a general meeting of the WFSC other than an annual general meeting;

**special resolution** refers to a resolution, notice of which is given under [clause 41](#), and passed in accordance with section 39 of the Act;

**treasurer** refers to the Treasurer of the WFSC elected in accordance with the Constitution;

**vice-president** refers to the Vice President of the WFSC elected in accordance with this Constitution;

**WFSC** refers to the Writers of the Far South Coast Incorporated.

- (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.

## 5. Inconsistency between constitution and the Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

## 6. Altering this constitution

- (1) The association may alter by special resolution, but not otherwise:
  - (a) this constitution; or
  - (b) the association's name; or
  - (c) the objects of the association
- (2) If the constitution is altered, the public officer or a committee member must ensure compliance with the Act.

# **Part 2 – Membership**

## **7. Membership generally**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is an individual, and
  - (b) the person has applied and been approved for membership of the association in accordance with [clause 8](#).
- (2) A person is taken to be a member of the association if:
  - (a) the person is an individual, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

## **8. Categories of membership**

- (1) Membership is open to all individuals who accept the objectives and the constitution of the association. The committee may admit the following categories of members to the association:
  - (a) Ordinary Members;
  - (b) Life Members, appointed by the committee from among Ordinary Members, in recognition of distinguished service to the association;
  - (c) Honorary Members.

## 9. Application for membership

- (1) An application by a person for membership of the association:
  - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary or a nominated representative of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary or a nominated representative must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary or a nominated representative must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable);
  - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription, and
  - (c) any sum paid on a pending application that is unsuccessful shall be refunded to the applicant within 28 days of the committee's decision.
- (4) The secretary must, on payment by an applicant who has been approved by the committee, of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## 10. Ordinary member

- (1) Any person that meets the criteria listed under [clause 7](#), may apply to become an ordinary member.
- (2) An ordinary member shall:
  - (a) be liable to pay any fee, subscription or levy to the association; and
  - (b) be eligible to hold office as a member of the committee; and
  - (c) receive notices of and be invited to attend all general meetings; and
  - (d) be entitled to vote at general meetings



## 11. Life member

- (1) If in the opinion of the committee or on the recommendation of the committee, an ordinary member has made a substantial contribution to the furtherance of the association's objects, the committee may, by majority, elect such person to be a life member of the association.
- (2) A Life Member shall:
  - (a) not be liable to pay any fee, subscription or levy to the association; and
  - (b) be eligible to hold office as a member of the committee; and
  - (c) receive notices of and be invited to attend all general meetings; and
  - (d) be entitled to vote at general meetings.

## 12. Honorary member

- (1) Any person or entity, not being a member of the association, who has rendered such service to the association as would in the opinion of the committee entitle that person to the distinction of honorary member of the association or upon whom the committee desires to confer such distinction because of knowledge and experience in pursuits analogous with the objects of the association may be admitted by the association as an honorary member.
- (2) An honorary member shall:
  - (a) not be liable to pay any fee, subscription or levy to the association or make any contribution to the liabilities of the association nor to expense of liquidation; and
  - (b) not be eligible to be a member of the committee; and
  - (c) through the reasonable efforts of the committee, receive notices of all general meetings of the association, and to attend thereat but shall not be entitled to vote.

## 13. 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 pay the annual membership fee under [clause 17 \(2\)](#) within 3 months after the fee is due.

## **14. 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.

## **15. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary or a member of the committee written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (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 or a nominated representative must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **16. Register of members**

- (1) The secretary or nominated committee member must maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (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) A member of the association may obtain a copy of any part of the register on payment of a fee determined by the committee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) 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.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **17. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association an amount determined by the committee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee as determined by the committee:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (3) Annual membership fees and any other fees shall be decided by the committee at a committee meeting to be held before the end of the association's financial year and shall fall due and be effective from the beginning of the following consecutive year.
- (4) Where an applicant becomes a member
  - (a) within the initial 6 months of the association's financial year, a membership fee for the whole year shall be due when the application for membership is lodged.
  - (b) applications by new members of the association received after the initial 6 months of the association's financial year, shall only be required to contribute one half of the annual membership fee.
  - (c) applications by new members of the association received during the final 90 days of the association's financial year, shall be required to contribute the full annual membership fee for the association's following financial year and their membership shall be deemed accordingly.

## 18. 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 17](#).

## 19. 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, are to be referred to a Community Justice Centre for mediation under the [Community Justice Centres Act 1983](#).
- (2) 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.
- (3) The [Commercial Arbitration Act 2010](#) applies to a dispute referred to arbitration.
- (4) The recommendation of the association is that if a neutral venue is required a private meeting room be sourced within a public library located in the Bega Valley Shire.

## 20. 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 written 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, and
  - (d) must cause written notice of decisions or recommendations made by the committee and any further action required including but not limited to

expulsion or suspension referred to by subclause (5) to all parties involved in the complaint process.

- (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 21](#).
- (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 21](#), whichever is the later.

## **21. 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 20](#), 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**

## **22. Powers of the committee**

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

- (a) is to control and manage the affairs of the association, and
- (b) 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
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

## **23. Composition and membership of committee**

- (1) The committee, with reference to Section 28 of the Act, is to be elected at the annual general meeting of the association under [clause 24](#), shall consist of:
  - (a) a minimum of 3 and a maximum of 7 persons, including but not limited to:
    - the office-bearers of the association, and
    - the public officer
  - (b) persons who are:
    - aged 18 years or more; and
    - residents of Australia; and
    - current members of the association
- (2) The office-bearers of the association, elected as per [clause 24](#), are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (3) A committee member may hold up to two (2) offices (other than both the offices of president and vice-president).
- (4) Following election as per [clause 24](#), office-bearers and committee members, as relevant, may hold their position for a term of two years.
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Casual vacancies per [clause 29](#) that are filled are to be vacated at the next annual general meeting.

- (7) A committee member must ensure that all documents and property of the association in their possession are delivered to a committee member within 14 days of vacating office.

## **24. Election of the committee and office-bearers**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - (a) must be made in writing, signed by 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 or a nominated committee member of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (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.

## **25. President and vice-president**

- (1) Subject to subclauses (2) and (3), the president must preside at all general meetings and committee meetings.
- (2) If the president is absent from a general meeting or committee meeting, the vice-president must preside at the general meeting or committee meeting.
- (3) If the president and the vice-president are both absent from a general meeting or committee meeting, the presiding member for that meeting must be:
  - (a) a member elected by the other members present if it is a general meeting; or

- (b) a committee member elected by the other members present if it is a committee meeting.
- (4) The president must also:
- (a) collaborate with the secretary in preparing the agenda for the committee meetings; and
  - (b) be informed about the association's objects, purposes, programs and keep a current copy of this constitution; and
  - (c) serve as the official spokesperson for the association;

## 26. 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 minutes (whether in written or electronic form) 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 signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 27. 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 all payments authorised by the association are made; and
  - (b) that 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; and
  - (c) that all financial documents are to be kept for a minimum of 5 years or as required by the association's governing bodies; and
  - (d) financial reports are prepared and submitted to the association's governing bodies as per [clause 54](#); and
  - (e) receipts are issued as may be required by [clause 55 \(3\)](#).



## 28. Public officer

- (1) Appointment of the public officer should be made by the committee from the members of the committee, unless elected directly as a separate office holder.
- (2) The public officer:
  - (a) must attend committee meetings; and
  - (b) must be a resident of NSW; and
  - (c) must be over 18 years of age; and
  - (d) is an authorised signatory for the association; and
  - (e) consent for their residence to be listed as the official address of the association with the association's governing bodies, if the association has no physical premises; and
  - (f) must keep a current copy of this constitution.
- (3) If the office of public officer becomes vacant:
  - (a) the committee must appoint a committee member to be the public officer within 28 days after the vacancy arises; and
  - (b) the new public officer must advise governing bodies of the details of their appointment within 28 days of taking office.

## 29. 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. The member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) At the annual general meeting the member upon vacating their position is eligible to be elected to the position.
- (3) 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) is or 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 30](#), or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 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.

### **30. Removal of committee members**

- (1) The association at a general meeting may by ordinary resolution remove any member from the committee or position of office 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.

### **31. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees the exercise of any of the functions of the committee that 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 sub-committee is to consist of:
  - (a) at least one member of the association that the committee thinks fit; and
  - (b) any other members of the community who subscribe to the association's objects and purposes that the sub-committee requires to complete its function.
- (3) 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.

- (4) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (6) 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.
- (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

# **Part 4 – Committee Meetings**

## **32. Quorum for committee meetings**

The quorum for a committee meeting:

- (1) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (2) 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.
- (3) If at the adjourned meeting a quorum is again not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

## **33. Appointment of association members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which [clause 29](#) applies.

## **34. Frequency and calling of committee meetings**

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (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 or nominated committee member to each member of the committee at least 48 hours (or any other period that 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.

## **35. Procedure at committee meetings**

- (1) 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **36. Use of technology at committee meetings**

- (1) A committee meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee 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.

## **37. 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 sub-committee 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 a quorum being present, as per [clause 32](#), the committee may act despite any vacancy on the committee.
- (4) 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 5 – General Meetings**

## **38. Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

## **39. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to [clause 38](#), to be convened on the date and at the place and time that the committee thinks fit.
- (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 elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

## **40. 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 of a minimum of three members convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and

- (d) must be lodged with the secretary, and
  - (e) 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 the 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.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 41. Notice

- (1) In regards to the Annual General Meeting, the secretary or a nominated committee member must, at least 21 days before the date fixed for the holding of the Annual General Meeting, cause notice to be given to each member.
- (2) 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 or a nominated committee member 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.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary or a nominated committee member 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 (2), the intention to propose the resolution as a special resolution.
- (4) 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 39 \(2\)](#).
- (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must cause that business to be included in the next notice calling a general meeting given after receipt of the notice from the member.

- (6) Notice must be made in writing (including by email or other electronic means, if the committee so determines).

## **42. Quorum 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) Five 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 again not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.
- (5) If after six months, a quorum has not been reached, all members must be notified of the winding-up of the association as per [clause 57](#).

## **43. 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.

## **44. 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.

## **45. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which the technology described in [clause 50](#) applies, any appropriate corresponding method that the committee may determine, 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.
- (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) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

## **46. Special resolutions**

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

## **47. 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.

- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

## **48. Proxy votes not permitted**

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

## **49. Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal of a disciplined member under [clause 21](#)).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **50. Use of technology at general meetings**

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general 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.

# **Part 6 – Financial Management**

## **51. 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.

## **52. Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain, as defined in Section 5 of the Act, for any of its members.

## **53. Insurance**

The association may effect and maintain insurance as may be required by law or regarded as necessary by the association's committee.

## **54. Funds - reporting**

- (1) The association must report on its financial affairs pursuant to its classification under Division 2 of Part 5 of the Act.
- (2) Should the association change classification under Division 2 of Part 5 of the Act, a notice of the change in classification must be issued in written or electronic form, to all members.
- (3) As soon as practicable after the end of the association's financial year, the committee must cause financial statements for that year to be prepared, in accordance with section 47 of the Act, in relation to the association's financial affairs.
- (4) The association's financial statements for the previous financial year must be submitted at each annual general meeting for review by members of the association.
- (5) Following each annual general meeting, financial statements must be lodged with the association's governing bodies as per section 49 of the Act:

- (a) one month after the annual general meeting for the current financial year, or
  - (b) 7 months after the end of the previous financial year,
- (6) Financial statements must be kept by the association for a minimum of 7 years.

## **55. Funds - source**

- (1) The funds of the association are to be derived from attendance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that 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 may, as soon as practicable after receiving any money, issue an appropriate receipt.

## **56. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any authorised signatory authorised by the committee to do so.
- (3) All goods and services purchased by the association, shall be with due consideration of the following:
  - (a) an advertised price; or
  - (b) a written quotation from the supplier.

If either of these exceeds a significant amount pre-determined by the committee, the purchase shall not proceed without further consultation with the committee, or sub-committee with the appropriate delegations.

## **57. Winding up of the association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus funds or property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

# **Part 7 – Miscellaneous**

## **58. Custody of books, etc**

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.
- (c) in electronic or paper form accessible by, but not limited to, the public officer.

## **59. Inspection of books, etc**

- (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,
  - (c) minutes of all committee meetings and general meetings 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 determined by the committee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (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.

## **60. 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 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.

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