



CONSTITUTION

ABN 39 359 527 054

UNDER THE ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

Contents

Part 1	Preliminary	4
1	Definitions.....	4
Part 2	Membership.....	6
2	Membership eligibility.....	6
3	Effect of Membership	6
4	Life Members.....	7
5	Family Membership	7
6	Application for membership	8
7	Cessation of Membership	8
8	Membership entitlements not transferable.....	8
9	Resignation of Membership.....	9
10	Register of Members	9
11	Fees.....	10
12	Members' liabilities.....	10
13	Resolution of disputes	10
14	Disciplining of Members.....	10
15	Right of appeal of disciplined Member.....	11
Part 3	The Committee.....	12
16	Powers of the Committee	12
17	Composition and Membership of Committee	12
18	Election of Committee Members	13
19	Secretary.....	13
20	Treasurer.....	14
21	Casual vacancies	14
22	Removal of Committee Members	14
23	Committee meetings and quorum	15
24	Appointment of Association members as Committee Members to constitute quorum.....	16
25	Use of technology at Committee meetings	16
26	Delegation by Committee to Sub-committee.....	16
27	Voting and decisions	17
Part 4	General Meetings	17
28	Annual General Meetings - holding of.....	17
29	Annual General Meetings - calling of and business at.....	17
30	Special General Meetings - calling of.....	18
31	Notice	19
32	Quorum for General Meetings	19
33	Presiding Member	20
34	Adjournment.....	20
35	Making of decisions	20
36	Special resolutions.....	21
37	Voting.....	21
38	Proxy votes permitted.....	21
39	Postal or electronic ballots	21
40	Use of technology at General Meetings	22
Part 5	Miscellaneous	22
41	Insurance	22
42	Funds - source	22

43	Funds - management	22
44	Association is non-profit	22
45	Distribution of property on winding up of Association	22
46	Change of name, objects and Constitution.....	23
47	Custody of books etc	23
48	Inspection of books etc.....	23
49	Service of notices	24
50	Financial year	24

Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means a General Meeting of required to be held annually in accordance with clauses 28 and 29 of this Constitution.

Association means Hawkesbury Riding Club Incorporated being an incorporated association described in this Constitution and established under the Act with Registration number Y0128010 and ABN 39 359 527 054.

Child means a person under the age of 18.

Committee means the governing body of the Association with powers as provided in clause 16.

Committee Member means a person elected as a member of the Committee pursuant to clause 18.

Constitution means this constitution of the Association as amended from time to time.

ENSW means Equestrian NSW Incorporated being an incorporated association described in this Constitution and established under the Act with Registration number Y0931722 and ABN 17 157 619 696.

Family Member means a category of Membership which is provided on the terms set out in clause 5.

General Meeting means a meeting of Members and includes an Annual General Meeting.

Life Member means a category of Membership which is provided on the terms set out in clause 4.

Ordinary Committee Member means a Committee Member who is not an office-bearer of the Association.

Ordinary Member means any Member who is not a Life Member, and includes a Family Member and any other category of Membership that is provided under the Rules and Regulations.

Parent means a natural parent, adoptive parent, foster parent, step-parent (whether through marriage or de facto relationship) or other legal guardian, of a Child.

Public Officer means a public officer appointed by an association's committee in accordance with section 34 of the Act.

Member means a person whose name is entered on the register maintained under clause 10 comprising:

- (a) the Ordinary Members and Life Members of the Association as at the date of adoption of this Constitution; and
- (b) any persons that the Committee admits as a Member in accordance with this Constitution.

Membership means any category of Member of the Association, as provided in this Constitution and from time to time in the Rules and Regulations.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Rules and Regulations means the by-laws, rules and regulations of the Association, as amended by the Committee from time to time.

Secretary means:

- (a) the person appointed as secretary of the Association in accordance with clause 19 of this Constitution, or
- (b) if no person has been appointed as secretary of the Association in accordance with clause 19 of this Constitution - the Public Officer of the Association.

Special General Meeting means a General Meeting of the Association, other than an Annual General Meeting, held in accordance with clause 30.

Special Resolution has the meaning given by section 39 of the Act.¹

Sub-committee means a group of Members established from time to time by the Committee in accordance with clause 26.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) words importing any gender include all other genders;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a law includes regulations and instruments made under the law;
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;

¹ At the time of adoption of this Constitution, section 39 provides that a Special Resolution is a resolution:

- (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
- (b) in a postal or electronic ballot conducted by the association, or
- (c) in such other manner as the Secretary may direct,

if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

- (h) a power, an authority or a discretion reposed in a Committee Member, the Committee, the Association in General Meeting or a Member may be exercised at any time and from time to time;
 - (i) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;
 - (j) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
 - (k) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.
- (3) The provisions of the *Interpretation Act 1987* (NSW) 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.
- (4) To the extent there is any inconsistency between this Constitution and the Rules and Regulations, this Constitution prevails.

Part 2 Membership

2 Membership eligibility

- (1) A person is eligible to be a Member if the person:
- (a) is a natural person;
 - (b) agrees to be bound by this Constitution and the Rules and Regulations and the ENSW code of conduct; and
 - (c) has applied and been approved for Membership of the Association in accordance with clause 6.
- (2) In addition to the eligibility criteria set out in subclause 2(1), a Child is only eligible to be a Member if their Parent has applied and been approved to be a Family Member.

3 Effect of Membership

- (1) A Member is admitted for a term of up to one (1) year ending on 31 January following the date the Member’s name is entered on the Register, after which the Member may apply for renewal of Membership.
- (2) The Rules and Regulations may provide for additional subcategories of Membership. The rights and obligations of each subcategory of Membership may be determined by the Committee in the Rules and Regulations from time to time provided that those rights and obligations are not inconsistent with the rights and obligations of a Member under this Constitution.

- (3) A Member is entitled to:
 - (a) subject to subclause 3(4)(a), vote at a General Meeting on the terms provided under clause 37;
 - (b) subject to subclause 3(4)(b), stand for election as a Committee Member under clause 18; and
 - (c) all the benefits, advantages and services of their category of Membership under this Constitution and as determined by the Committee under the Rules and Regulations.
- (4) A Child who is a Member:
 - (a) is not eligible to vote or be counted for the purposes of a quorum at any General Meeting;
 - (b) is not eligible to be elected as a Committee Member; and
 - (c) may have their Membership obligations under the Rules and Regulations discharged by their Parent.

4 Life Members

- (1) The Committee may, at its sole discretion, admit any Member as a Life Member who has rendered long and valued service to the Association, as determined by the Committee.
- (2) A person who is a life member of the Association immediately prior to adoption of this Constitution is a Life Member.
- (3) Life Members have the same rights as Members under this Constitution except that subclauses 3(1), 6(1) and 11(2) do not apply.

5 Family Membership

- (1) A person who:
 - (a) is eligible to be a Member;
 - (b) is a Parent of a Child; and
 - (c) resides at the same address with at least one dependent Child,may apply to be a Member as a Family Member.
- (2) A Family Member may include:
 - (a) each Parent who resides at the same address with at least one dependent Child; and
 - (b) each Child who resides at the same address as the relevant Parent referred to in subclause 5(2)(a).
- (3) Each Member who is admitted as a Family Member will be shown in the register of the Association as a 'Family Member'.
- (4) The Family Members residing at the same address are entitled to concessions in respect of the fees payable under clause 11, as determined by the Committee in the Rules and Regulations.

6 Application for membership

- (1) An application by a person to become a Member:
 - (a) must be made in writing in the form determined by the Committee from time to time;
 - (b) must be lodged with the Secretary;
 - (c) must be received by the Secretary on the terms provided in the Rules and Regulations.
- (2) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee for review.
- (3) The Committee will, at its discretion, determine whether to approve or to reject the application.
- (4) If the Committee determines to reject an application for Membership, as soon as practicable after the Committee makes the determination to reject a Membership application, the Secretary must notify the applicant in writing. The Committee is not required to give reasons for its decision.
- (5) If the Committee approves an application, the applicant is required to pay to the Association any fee payable in respect of the relevant category of Membership under this Constitution on the terms set out in the Rules and Regulations.
- (6) The Secretary must, on payment by the applicant of any fees payable under this Constitution or the Rules and Regulations, 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.
- (7) The Committee reserves the right to limit the total number of Members accepted each year and to maintain a waiting list where necessary.

7 Cessation of Membership

A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns Membership;
- (c) no longer meets the eligibility criteria under clause 2;
- (d) is expelled from the Association under clause 14; or
- (e) fails to pay the relevant fees applicable to the category of Membership required under this Constitution on the terms provided in the Rules and Regulations.

8 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

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

9 Resignation of Membership

- (1) A Member may resign from Membership by first giving to the Secretary 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 ceases to be a Member under subclause 9(1), and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

10 Register of Members

- (1) The Secretary must establish (or cause to be established), and maintain a register of Members (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member together with the date on which the person became a Member and their category of Membership.
- (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) Inspection of register. Having regard to confidentiality considerations, an extract of the register, excluding contact details of a Member who is an individual, shall be available for inspection (but not copying) by Members, upon reasonable request at a reasonable hour.
- (4) 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.
- (5) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy; and
 - (b) the requirements in subclauses 10(2) and 10(3) apply as if a reference to the register of Members is a reference to a current hard copy of the register of Members.

11 Fees

- (1) A person must, prior to their initial admission to Membership, pay to the Association a fee as determined by the Committee on the terms provided in the Rules and Regulations.
- (2) In addition to any amount payable under subclause 11(1), a Member must pay to the Association a fee to apply for renewal of Membership on the terms provided in the Rules and Regulations.

12 Members' liabilities

The liability of a Member 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 as required by clause 11.

13 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* (NSW).
- (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* (NSW) applies to a dispute referred to arbitration.

14 Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a Member:
 - (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; or
 - (c) has not complied with the ENSW Code of Conduct.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned; and
 - (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and

- (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from Membership 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 15.
- (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 13, whichever is the later.

15 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 13, 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 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.
- (4) At a General Meeting of the Association convened under subclause 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 either by show of hands or 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; either by show of hands or by secret ballot.

Part 3 The Committee

16 Powers of the Committee

- (1) 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; 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.
- (2) Subject to this Constitution, the Committee may from time to time by resolution make and rescind or alter Rules and Regulations which are binding on Members for the management and conduct of the business of the Association.

17 Composition and Membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearing Committee Members of the Association; and
 - (b) at least 3 Ordinary Committee Members, one of which may be a second vice president,each of whom is to be elected at the Annual General Meeting of the Association under clause 18.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Committee.
- (2) The minimum number of Committee Members is to be 7.
- (3) The office-bearing Committee Members of the Association include:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the Secretary.
- (4) A Committee Member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a Committee Member may hold office.
- (6) Each Committee Member is, subject to this Constitution, to hold office until immediately before the election of Committee Members at the Annual General Meeting next following the date of the Committee Member's election, and is eligible for re-election.

18 Election of Committee Members

- (1) To be eligible to be a Committee Member, a person must:
 - (a) be a Member; and
 - (b) not be a Child.
- (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 2 Members 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 (which may include but is not limited to, email or other electronic means, if the Committee so determines) 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 from the floor 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, whether by secret ballot or show of hands.
- (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.

19 Secretary

- (1) The Secretary 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, once the minutes have been confirmed.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 19(3).

20 Treasurer

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.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member to fill the vacancy and 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) A casual vacancy in the office of a Committee Member occurs if the member:
 - (a) dies; or
 - (b) ceases to be a Member; or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth) (**Corporations Act**); or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office under clause 22; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, without Committee approval;
 - (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.

22 Removal of Committee Members

- (1) The Association in General Meeting may by resolution remove any Committee Member from the office of Committee Member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a Committee Member to whom a proposed resolution referred to in subclause 22(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, the secretary or the president may send a copy of the representations to each Member 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.

23 Committee meetings and quorum

- (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 Committee Member.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member 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 23(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 timely business for consideration.
- (5) Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, or such a date, time and place as otherwise agreed on by a majority of the members of the Committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

24 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 as Committee Members to enable the quorum to be constituted.
- (2) A Committee Member 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 21 applies.

25 Use of technology at Committee meetings

- (1) A Committee meeting may be held at 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.

26 Delegation by Committee to Sub-committee

- (1) The Committee may, establish and delegate to one or more Sub-committees (consisting of the Member or Members) any portfolio that the Committee thinks fit. The Sub-committee is to be chaired by an elected Committee Member or their delegate. The President is an ex- officio member of all Sub-committees.
- (2) Sub-Committees may exercise any of the functions, powers or duties 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.
- (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.
- (3) 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.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated and have the power to revoke or amend any decisions made by the Sub-committee.

- (5) Any act or thing done or suffered by a Sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, revoke wholly or in part any delegation under this clause.
- (7) A Sub-committee may meet and adjourn as it thinks proper.

27 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 in favour or against the question.
- (3) Subject to clause 23(5), 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 Committee Member or Sub-committee.

Part 4 General Meetings

28 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.

29 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 28, 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 or calendar year as appropriate;
 - (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.

30 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition of at least 5% of the total number of 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 30(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 30(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.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause 31(1), the intention to propose the resolution as a Special Resolution.

Note. A Special Resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 29(2).
- (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

- (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) Ten 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, or such a date, time and place as otherwise agreed on by a majority of the members of the Committee.

- (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 3) are to constitute a quorum.

33 Presiding Member

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

34 Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member 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 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

- (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 clause 40 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 35(2) applies to a method determined by the Committee under subclause 35(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.

36 Special resolutions

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

37 Voting

- (1) On any question arising at a General Meeting of the Association a Member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.
- (4) A Member is not entitled to vote at any General Meeting of the Association if the Member is a Child.

38 Proxy votes permitted

- (1) If a Member is unable to attend a General Meeting, that Member may appoint a proxy, who is a Member entitled to vote.
- (2) For voting by proxy to be valid, the Member voting by proxy must notify the Secretary of the name of the Member holding their proxy not less than 12 hours before the commencement of the General Meeting.
- (3) A Member may hold a maximum of 3 proxy votes.

Note. Schedule 1 to 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 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 under clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology at General Meetings

- (1) A General Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Members a reasonable opportunity to participate.
- (2) A Member 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 5 Miscellaneous

41 Insurance

The Association may affect and maintain insurance.

42 Funds - source

- (1) The funds of the Association are to be derived from entrance 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.
- (3) The Association must, as soon as practicable after receiving any money, record it appropriately.

43 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 an authorised signatory.

44 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 for any of its Members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

45 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

46 Change of name, objects and Constitution

- (1) An application for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee Member.
- (2) This Constitution may not be altered except by Special Resolution.

47 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 in the custody of the Public Officer or a Member (as the Committee determines).

48 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a financial Member at an agreed time and place with at least 14 days' notice:
 - (a) records (excluding Membership details), books and other financial documents of the Association;
 - (b) this Constitution;
 - (c) minutes of all Committee meetings and General Meetings of the Association held in the previous 24 months;noting that the above is only applicable in relation to the length of a Member's Membership period.
- (2) A Member may obtain a copy of any of the documents referred to in subclause 48(1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses 48(1) and 48(2), the Committee may refuse to permit a Member 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.

49 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a financial or Life Member over the age of 18 years. Each Family Membership is entitled to 1 notice:
 - (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 email; or
 - (d) 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 email deemed to be delivered the day it is sent; and
 - (d) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

50 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.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the Associations Incorporation Act 1984.