

# CONSTITUTION



**KU-RING-GAI CHAMBER OF COMMERCE  
INCORPORATED**

*Under the Associations Incorporation Act 2009*

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## Part 1 Preliminary

### 1. Definitions

(1) In this constitution:

**committee member** means an office-bearer or ordinary committee member.

**exercise** a function includes performing a duty.

**function** includes a power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv).

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

**register of members** means the register of members maintained under clause 4.

**person** includes a natural person and a company or sole trader, whether incorporated or unincorporated.

**secretary** of the association means:

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

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

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

**subcommittee** means a subcommittee established under clause 20.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2022*.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

## Part 2 Members of Association

### 2. Membership generally

- (1) A person is taken to be a member of the association if:
  - (a) the person applied to be a member under clause 3(1) and the application has been approved, or
  - (b) the person was one of the individuals on whose behalf an application for association registration was made under the Act, section 6(1)(a).
- (2) A member is entitled to invite individuals within the organisation they represent to attend association events under the same conditions and associated fees as the member.
- (3) To maintain the integrity and fairness of the electoral process within the Association, each member shall be entitled to one vote per motion or election. The association prohibits any form of vote stacking, vote farming, or any other practices that could distort the democratic and fair process of voting.

### 3. Membership applications

- (1) An application by a person to be a member of the association must be:
  - (a) made in writing, and
  - (b) in the form determined by the committee, and
  - (c) lodged with the secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) After receiving the application, the secretary must refer an application to the committee as soon as practicable.
- (4) The committee must approve or reject the application.
- (5) As soon as practicable after the committee has decided the application, the secretary must:
  - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
  - (b) if the application is approved - inform the applicant that they must pay the subscription fee payable under clause 5 within 28 days of the day the applicant receives the notice.
- (6) The secretary must enter the applicant's name in the **register of members** as soon as practicable after the applicant pays the annual subscription fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

#### 4. Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name,
    - (ii) the organisation the member represents, with ABN
    - (iii) a contact phone number
    - (iv) a postal or email address,
    - (v) the date on which the person became a member, and
    - (vi) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the association's main premises, or
    - (ii) if the association has no premises - at the association's official address, and
  - (d) must be available for inspection, free of charge, by members at a reasonable time, and
  - (e) if kept in electronic form -it must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register or part of it on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **5. Fees and subscriptions**

- (1) A member must pay the association an annual subscription fee based on their level of membership, as shown on the association website.
- (2) The subscription fee renewal will be due on the anniversary of the initial payment.
- (3) A reminder will be sent to the member 30 days before the subscription fee renewal is due.
- (4) The member may change their membership level but must advise the association within 90 days of renewal.
- (5) If the renewal fee is not paid within 90 days of due date, the member will cease to be a member of the association.

## **6. Members' liabilities**

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

- (a) the debts and liabilities of the association,
- (b) the costs, charges, and expenses associated with winding up the association.

## **7. Disciplinary action against members**

- (1) A person may make a complaint to the committee that a member of the association has:
  - (a) failed to comply with a provision of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within seven days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the committee for taking the action, and

- (c) the member's right of appeal under clause 8.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 8.

## **8. Right of appeal against disciplinary action**

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

## **9. Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
  - (a) a dispute between two or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between one or more members and the association.
- (2) If the dispute is not resolved by mediation within three months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **10. Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a member of the association:

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

## **11. Member resignation**

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

## **12. Cessation of membership**

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the annual subscription fee payable under clause 5(2) within three months of the due date.



## **Part 3 Committee**

### **Division 1 Constitution**

#### **13. Functions of 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 a function that is required to be exercised by the association in a general meeting, and
- (c) has the power to do all things necessary or convenient for the proper management of the affairs of the association.

#### **14. Composition of committee**

- (1) The committee can have up to seven members, as elected in accordance with clause 15, consisting of:
  - (a) the following office-bearers:
    - (i) the president,
    - (ii) the vice president,
    - (iii) the secretary,
    - (iv) the treasurer, and
  - (b) up to three ordinary committee members.

**Note** - Section 28 of the Act contains requirements relating to membership eligibility and the composition of the committee.

- (2) An office-bearer may hold up to two offices besides that of the president, vice president and treasurer.
- (3) All committee positions will be open for election at the end of each financial year. Existing committee members may reapply for election as office-bearers or ordinary committee members.

#### **15. Election of committee members**

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
  - (a) made in writing, and
  - (b) signed by at least two members of the association, not including the candidate, and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) given to the secretary at least seven days before the date fixed for the annual general meeting at which the election will take place.
- (3) If insufficient nominations are received to fill all vacancies:
  - (a) the candidates nominated are taken to be elected, and

- (b) a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the meeting as directed by the committee.

## **16. Terms of office**

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) The following term limits are established to promote diversity in leadership and ensure a broad representation of ideas within the governance of the association.
  - (a) President, Vice President, Secretary or Treasurer cannot serve more than three consecutive one-year terms.
  - (b) An ordinary committee member cannot serve more than ten consecutive one-year terms.

## **17. Vacancies in office**

- (1) A casual vacancy in the office of a committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) resigns from office by written notice given to the secretary, or
  - (d) is removed from office by the association under this clause, or
  - (e) is absent from three consecutive meetings of the committee without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months, or
  - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the

balance of the committee member's term of office.

- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement of a reasonable length to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each association member at least seven days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **18. Secretary**

- (1) After being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address as soon as practicable.
- (2) The secretary must keep minutes of:
  - (a) all elections of committee members, and
  - (b) the names of committee members present at a meeting of the committee or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
    - (i) the member who presided at the meeting, or
    - (ii) the member presiding at the subsequent meeting.

## **19. Treasurer**

The treasurer of the association must ensure—

- (a) all money owed to the association is collected, and
- (b) all payments authorised by the association are made, and
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

## **20. Delegation to subcommittees**

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

**Note:** The *Interpretation Act 1987*, section 49, deals with various matters relating to delegations.

## **Division 2 Procedure**

### **21. Committee meetings**

- (1) The committee must meet at least six times in each 12-month period at the place and time determined by the committee.
- (2) Any committee member may call additional committee meetings.
- (3) The procedure for calling and conducting business at a subcommittee meeting is to be as determined by the subcommittee.

**Note:** Section 30(1) of the Act provides that committee meetings may be held as and when the association's constitution requires.

### **22. Notice of committee meeting**

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

### **23. Quorum**

- (1) The quorum for a meeting of the committee is four committee members.
- (2) Business may only be transacted by the committee if a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, and
  - (b) to the same time on the same day in the following week.

- (4) If a quorum is not present within half an hour of the adjourned meeting commencing, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint one or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to filling a casual vacancy, to which clause 17 applies.

**Note:** Section 28A of the Act allows filling vacancies on the committee to constitute a quorum.

## **24. Presiding committee member**

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

## **25. Voting**

A decision supported by a majority of the votes cast at a committee meeting or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

## **26. Acts valid despite vacancies or defects**

- (1) Subject to clause 23(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a committee or subcommittee member.

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

- (1) The committee may transact its business by circulating papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by circulating papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision made at a committee meeting.
- (3) The committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the committee meetings.

**Note:** The Act, sections 30(2) and (3) contain requirements relating to meetings held at two or more venues using technology.

## **Part 4      General Meetings of Association**

### **28. Annual General Meetings**

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:
  - (a) one month of the last day of the association's financial year, or
  - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting will be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the last annual general meeting,
  - (b) receiving reports from the committee on the association's activities during the previous financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports must be submitted to association members under the Act.

**Note:** The Act, sections 37(1) and (2) provides for when annual general meetings must be held.

### **29. Special general meetings**

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 20% of the total number of members.
- (3) The request:
  - (a) must be in writing, and
  - (b) must state the purpose of the meeting, and

- (c) must be signed by the members making the request, and
  - (d) may consist of more than one document in a similar form signed by one or more members, and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged electronically.
- (4) If the committee fails to call a special general meeting within one month of the request being lodged, one or more members who made the request may call a special general meeting to be held within three months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### **30. Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
- (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
  - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business specified in the notice, and
  - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the subsequent notice calling a general meeting.

### **31. Quorum**

- (1) The quorum for a general meeting is five members of the association entitled to vote under this constitution.
- (2) Business may only be transacted at a general meeting if a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
- (a) if called on the request of members - is dissolved, or
  - (b) otherwise - is adjourned:
    - (i) to the same time on the same day in the following week, and

- (ii) to the same place unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least one day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of an adjourned meeting commencing, but at least three members are present, the members present constitute a quorum.

### **32.Adjourned meetings**

- (1) With the consent of the majority of the members present, the member presiding at a general meeting may adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment occurred.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least one day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **33.Presiding member**

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

### **34.Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the association.
- (2) Each member has one vote, except as provided by clause 33(2)(b).
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 36 applies - an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or



- (ii) at least five members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted under the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

### **35. Postal or electronic ballots**

- (1) The committee may determine whether the association will hold a postal or electronic ballot to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

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

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

**Note:** The Act, sections 37(3) and (4) contain requirements relating to meetings held at two or more venues using technology.

## Part 5 Administration

### 37. Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

### 38. Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
  - (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations,
  - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way the committee determines.
- (3) As soon as practicable after receiving money, the association must:
  - (a) deposit the funds, without deduction, to the credit of the association's authorised deposit-taking institution account, and
  - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) Any payments must include an invoice.
- (5) If the amount exceeds \$500, a payment must be approved by two authorised signatories. An authorised signatory must be a member of the association committee. The secretary will maintain a list of authorised signatories.
- (6) The treasurer will provide the committee with a profit and loss statement and a balance sheet for review every quarter.

**Note:** Section 36 of the Act provides for the appointment of authorised signatories.

### 39. Insurance

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

### 40. Non-profit status

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

**Note:** See the Act, section 40.

### 41. Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:

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

## **42. Management of documents and records**

- 1) Except as otherwise provided by this constitution, all records, books, and other documents relating to the association must be maintained within a designated online folder accessible to all committee members.
- 2) The Public Officer and Secretary shall bear joint responsibility for the upkeep and integrity of the folder and its contents.
- 3) The online folder shall serve as the official repository for such documents, thus ensuring availability and access regardless of the geographical locations of the committee members.

## **43. Inspection of records and books**

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

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

#### **44. Financial year**

The association's financial year is:

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

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

#### **45. Distribution of property on winding up**

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
  - (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:  
**surplus property** has the same meaning as in the Act, section 65.

Date of review: 27 May 2024