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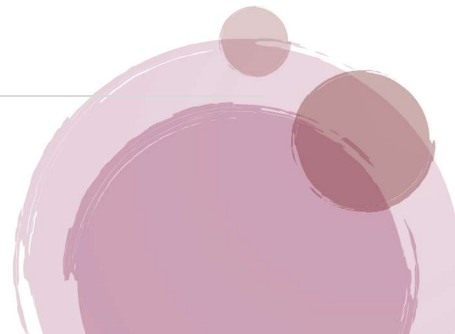
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# COPACABANA COMMUNITY ASSOCIATION

## CONSTITUTION 2019





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## PART ONE PRELIMINARY

### 1. Definitions

In this constitution:

- Ordinary Management Committee member means a member of the committee who is not an office-bearer of the association.
- Secretary means:
  - (a) the person holding office under this constitution as Secretary of the association, OR
  - (b) if no person holds that office - the public officer of the association.
- Special general meeting means a general meeting of the association other than an annual general meeting.
- The Act means the Associations Incorporation Act 2009.
- The Regulation means the Associations Incorporation Regulation 2016.
- A reference to a function includes a reference to a power, authority and duty.
- A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 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.

### 2. Objects

The objects of the Association shall be the advancement of the interests of the residents or ratepayers of Copacabana NSW and the fostering of community spirit and harmony. The objects are to be achieved in a non-party political and non-sectarian manner. This statement of objects may be amended or revised only by a special resolution of the association.





## **PART TWO MEMBERSHIP**

### **3. Membership generally**

A person is eligible to be a member of the association if:

- (a) the person is a person aged 18 or over, AND
- (b) the person is a resident or ratepayer in Copacabana or suburbs within 5 kilometres of its surrounding area, AND
- (c) the person has applied and been accepted for membership of the association in accordance with Clause 4.

### **4. 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) with the Secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Management Committee, which is to determine whether the applicant is eligible for membership under Clause 3.
- (3) As soon as practicable after the Management Committee makes that determination, the Secretary or the Treasurer must:
  - (a) notify the applicant in writing (including by email or other electronic means) that the committee has approved or rejected the application (whichever is applicable), AND
  - (b) if the Management Committee approved the application, arrange to collect the sum payable.
- (4) The secretary must (on payment by the applicant within the period referred to) enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
- (5) Bestowal of Life Membership may be recommended by the Committee for persons who have contributed significantly to the furtherance of the objects of the CCA over an extended period of years. Recommendation to be endorsed by simple majority vote when proposed.

### **5. 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 within 3 months after the fee is due.

## **6. 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.

## **7. Resignation of membership**

- (1) A member of the association may resign from membership of the Association by first giving to the secretary written notice of at least 1 month 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, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Unexpired portion of membership fee is not refundable.

## **8. Register of members**

- (1) The Secretary must establish and 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 for community benefit purposes only and under supervision of a committee member, free of charge.







- (4) It is the responsibility of each member to advise the Management Committee of a change of contact details, or any occurrence or situation which may affect the related membership status or circumstances.
- (5) A member of the association may obtain a copy of the register on payment of a fee of not more than \$1 for each page copied. To protect members' privacy, no contact information will be shared without the express permission of members.
- (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 an official Association newsletter, a notice in respect of an Association meeting – as approved under Section 30 (5) or other event 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.
- (8) When a Management Committee member resigns his or her position as a Management Committee Member, they must not use any contact or membership information acquired in the course of their duties as Management Committee Members to either
  - (a) share the information with third parties, OR
  - (b) contact the members as a group.

That is, the Association's mailing list information will continue to be treated as confidential to protect Members' privacy.

  - (c) any breach of members' privacy as outlined in clauses (a) and (b) will result in the Member who breached that privacy being expelled from the Association, by majority vote of the current Management Committee members.







## 9. Membership Fees

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$20 or, if some other amount is determined by the Management Committee and passed by an ordinary resolution of a general meeting, that other amount. Membership fee covers a maximum of two persons per household, or 'household membership'
  - (a) that amount must be paid before the first day of the financial year of the Association in each calendar year, OR
  - (b) if the member becomes a member within three months prior to 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.
- (2) The Management Committee may, at its discretion, and by unanimous vote, agree to waive the membership fee in certain circumstances.
- (3) Such a waiver will not apply to Management Committee Members, who must be financial members to be elected to the Management Committee.

## 10. 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 9.

## 11. 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 resolved by a majority vote of the members present at the first general meeting after notice of the dispute is received in writing, by the Management Committee.
- (2) If a dispute is not resolved by such a vote within 3 months of the notice of dispute by a member, the Management Committee must refer the dispute to an independent dispute resolution entity or person at the earliest opportunity.
- (3) The dispute resolution entity or person must not be, or have been, a member of the Association.





- (4) The member or members who have notified the Management Committee of the dispute must be notified in writing of the independent resolution process by the Committee.
- (5) If the member or members refuse to participate in the independent mediation process, the dispute will be considered to have lapsed and no further communication on the matter will be required.

## 12. Disciplining of members

- (1) A complaint may be made to the Management 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 Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management 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 Management 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 Management 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 Management 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 Management Committee for having taken that action and of the member's right of appeal under clause 13.





- (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.

### **13. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the Management Committee under clause 12 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 Management 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 Management Committee and the member must be given the opportunity to state their respective cases orally - a maximum time limit of 5 minutes will apply unless by simple majority vote of members present the time limit is increased to allow for longer discussion, 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 present at the meeting, provided there is a quorum.





## PART THREE THE MANAGEMENT COMMITTEE

### 14. Powers of the Management Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Management 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 Management Committee to be necessary or desirable for the proper management and protection of the affairs of the association.

### 15. Composition and membership of Management Committee

- (1) The Management Committee is to consist of:
  - (a) the office-bearers of the association, AND
  - (b) at least 3 ordinary committee members

each of whom is to be elected at the Annual General Meeting of the association under clause 15.
- (2) The total number of Management Committee members is to be no fewer than 3 and no greater than 7 people.
- (3) The office-bearers of the association are as follows:
  - (a) The President;
  - (B) The Vice-President;
  - (C) The Treasurer; and
  - (D) The Secretary.
- (4) A Management Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) Each member of the Management Committee is, subject to this constitution, to hold office until immediately before the election of Management Committee members at the Annual General





Meeting next following the date of the Management Committee members' election, and is eligible for re-election.

## 16. Election of Management Committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Management 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 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) Candidates who nominate to fill vacancies on the Management Committee are taken to be elected, provided there is a vote of confidence in each of them by the majority of members present at the AGM. If insufficient nominations are received to fill all vacancies, further nominations are to be received at the AGM.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management 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 Management 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 Management Committee member of the association must be a member of the association.

## 17. 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 Management Committee, AND





- (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting, AND
- (c) all proceedings at Management 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).

## 18. 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.

## 19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management 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 20, OR
  - (f) becomes a mentally incapacitated person, OR







- (g) is absent without the consent of the Management 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.

## 20. Removal of Management Committee members

- (1) The association in general meeting may by resolution remove any member of the Management Committee from the office of Management 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 member of the Management 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 Management Committee member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 21. Management Committee meetings and quorum

- (1) The Management Committee must meet at least 6 times in each period of 12 months at the place and time that the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours 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 Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.







- (6) No business is to be transacted by the Management 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.
- (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 Management 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 Management Committee chosen by the members present at the meeting is to preside.

## **22. Appointment of association members as Management Committee members to constitute quorum**

- (1) If at any time the number of Management Committee members is less than the number required to constitute a quorum for a Management Committee meeting, the existing Management Committee members may appoint a sufficient number of members of the association as Management Committee members to enable the quorum to be constituted.
- (2) A member of the Management 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 19 applies.

## **23. Use of technology at Management Committee meetings**

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

## **24. Delegation by Management Committee to Sub-Committee**

- (1) The Management Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of the member or members of the association that the Management



Committee thinks fit) overseen by one sitting Management Committee member, the exercise of any of the functions of the Management 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 Management Committee by the Act or by any other law.
- (2) 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 Management Committee may continue to exercise any function delegated.
  - (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 Management Committee.
  - (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
  - (7) A Sub-Committee may meet and adjourn as it thinks proper.

## 25. Voting and decisions

- (1) Questions arising at a meeting of the Management Committee or of any Sub-Committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any Sub-Committee appointed by the Management 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 Clause 21 (5), the Management Committee may act despite any vacancy on the Management Committee.

# CCA



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- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a Sub-Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or Sub-Committee.





## PART FOUR MEETINGS

### 26. General meetings

- (1) The Management Committee shall call a general meeting, provided that there shall be no more than ninety days interval between meetings.
- (2) One month notice shall be given of the date fixed for the next general meeting.

### 27. Annual general meetings

The association must hold an Annual General Meeting within 6 months after the close of the association's financial year.

### 28. Calling of Annual general meetings

- (1) The Annual General Meeting of the association is, subject to the Act and to Clause 27, to be convened on the date and at the place and time that the Management 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, AND
  - (b) to receive from the Management Committee reports on the activities of the association during the last preceding financial year, AND
  - (c) to elect office-bearers of the association and ordinary Management Committee members, AND
  - (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.
- (4) Members must be given at least 14 days' notice of an AGM, or 21 days' notice if a special resolution is to be proposed. The notice of meeting must specify:
  - the place, date and time of the meeting, AND
  - the nature of the business to be transacted at the meeting, AND



- if a special resolution is to be proposed, the notice must set out terms of the resolution and a statement to the effect the resolution is intended to be passed as a special resolution.

## 29. Special general meetings

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Management Committee must, on the requisition of at least 10% 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 Management 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 Management 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.

## 30. Notices

- (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 (1), the intention to propose the resolution as a special resolution. Note: A Special Resolution must be passed in accordance of 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 28 (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.

### 31. 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 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.

### 32. Presiding member

The president or, in the president's absence, the vice-president, or another (pre-determined) Management Committee member is to preside as chairperson at each general meeting of the association.







### 33. 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.

### 34. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by: EITHER
  - (a) A show of hands or, if the meeting is one to which clause 39 (Use of technology) applies, any appropriate corresponding method that the Management Committee may determine, OR
  - (b) A written or secret ballot on the motion of the chairperson or if 5 or more members present at the meeting decide that it should be so determined.
- (2) The outcome of the voting process will be recorded by the Secretary in the meeting Minutes.
- (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 or secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### 35. Resolutions

- (1) An ordinary resolution means a resolution passed if it receives more than half of the formal votes cast.
- (2) A special resolution means a resolution passed if it receives at least three quarters of the votes (person or proxy) cast.

A special resolution is required for:

- (a) changing the association's name, OR







- (b) changing the association's objects, OR
- (c) changing the association's constitution, OR
- (d) amalgamating with another registered association, OR
- (e) applying to transfer incorporation,

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

### 36. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only. In the case of members who have a 'household membership', a maximum of two votes per household are permitted.
- (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 within six weeks of admission to membership and payment of membership fees.

### 37. Proxy votes permitted

- (1) Each member entitled to vote is entitled to appoint another member as proxy, by notice (including by electronic transmission) given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form approved by the Management Committee.

### 38. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the Management Committee determines) to decide any issue or proposal (other than an appeal under Clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### 39. Use of technology at general meetings





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- (1) A general meeting may be held at 2 or more venues using any technology approved by the Management 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 FIVE MISCELLANEOUS

### 40. Insurance

The association may effect and maintain insurance applicable after assessing risks that may apply to the activities of the association, as well as insurance to be held under applicable legislation. As necessary, the Management Committee shall determine the type and level of cover.

### 41. Funds – source

- (1) The funds of the association are to be derived from membership fees donations and, subject to any resolution passed by the association in general meeting, any other sources that the Management Committee determines, including advertising revenues.
- (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 must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 42. 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 and other negotiable instruments must be signed by 2 authorised signatories.

### 43. 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.

### 44. 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.

#### **45. Change of name, objects and constitution**

- (1) A change of Constitution is passed by a Special Resolution of members.
- (2) 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 within 28 days of ratification.
- (3) The Constitution takes effect when it is registered by NSW Fair Trading.

#### **46. Custody of books and documents & Confidentiality**

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 Management Committee determines), OR
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.
- (c) When a member ceases to be a Management Committee member, they must return all books and documents to the Secretary of the Association within 30 days of the end of their term of Office.
- (d) When a member ceases to be a Management Committee member, they must treat any documents in their possession, including Minutes and Financial records, as confidential and must not re-distribute them to any person other than a sitting Management Committee member by any means.

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

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour with reasonable notice:
- (a) records, books and other financial documents of the association,
- (b) this constitution,





- (c) minutes of all Management 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 of not more than \$1 for each page copied.
- (3) Despite Subclauses (1) and (2), the Management 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 or its' members.

#### 48. 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 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 electronic transmission, on the date it was sent.

#### 49. Financial year

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.





## 50. Meeting Protocols

The agenda at ordinary meetings shall be conducted in the following order:

- (1) Apologies
- (2) New members
- (3) Presentation and Confirmation of Minutes of previous meeting
- (4) Business arising
- (5) Treasurer's Report
- (6) General Reports
- (7) Motions
- (8) General Business
- (9) Date of Next Meeting