

Gloucester District U3A Inc. (2017)

Constitution (2017)

PART 1 PRELIMINARY

1. NAME

The name of the Association will be Gloucester District U3A Inc. (hereinafter known as the Association).

1.1. CONSTITUTION

Gloucester District U3A Inc. was originally incorporated in 2009, under the provisions of the Associations Incorporation Act (NSW) 1984 and Association Incorporation Regulation 1999. This constitution replaces the original that was dated as 2008. This 2017 constitution is under the provisions of the *Associations Incorporation Act 2009* and the *Associations Incorporation Regulation 2016*.

1.2 INTERPRETATION

This constitution must be read together with the Handbook of Gloucester District U3A Inc. - for policies and procedures specific to the objects of the Association, and where indicated, the sections of the Act or Regulation.

1.3 OBJECTS

- (a) To conduct educational activities on a voluntary basis, whereby members themselves may be course leaders or course participants.
- (b) To provide programs and activities that are intellectually stimulating and encourage learning, good health and positive social interaction.
- (c) To provide courses and sessions at minimal cost to members.
- (d) To provide educational opportunities in a way that is non-political, non-sectarian, non-discriminatory and is socially inclusive.
- (e) To cooperate with similar local organisations to further the aims of the Association for the benefit of its members.

PURPOSE

To provide an organised regional focus, of the University of the Third Age movement (known as U3A) within the Gloucester district.

To advance the education, welfare, health and culture of third age people through a wide range of activities.

To promote the lifestyle and future planning of its members.

1.4 DEFINITIONS

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the Association.

secretary means:

- (a) the person holding office under 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*

"the Association" means Gloucester District U3A Incorporated.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 MEMBERSHIP

2 Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person is at or about retirement age, is no longer in full time work and supports the Aims of the Association and philosophy of U3A, and
 - (c) the person has applied and been approved for membership of the association in accordance with clause 3.

3 Application for membership

- (a) An application for membership of the Association shall be made in writing on the form provided and sent to the Secretary (including by electronic means).
- (b) The committee shall determine whether or not to accept an application for membership. The committee shall not be required to supply a reason for rejecting an application.
- (c) Upon payment of the joining fee and annual subscription, the secretary shall enter the member's details in the Register of Members.

4 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under cl 8 (5) within 3 months after the fee is due.
For convenience payment will be accepted up till and on Enrolment Day of Term 2.
- (2) The rights (including the right to vote or to attend any course or event conducted by the Association) of a member who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (3) The secretary must enter cessation of membership in the Members' Register within 28 days.

5 Membership entitlements not transferable

- (1) 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.

(2) Classes of membership

Full Member

- (a) A Full Member shall be a person who has been accepted for membership and has paid the appropriate membership fees for the current year.
- (b) A Full Member shall be entitled to attend any courses or sessions conducted by the Association.
- (c) A Full Member shall be eligible for election to the committee.

Life Member

- (a) The Association may confer Life Membership upon those Full Members who have rendered special service to the Association or have served the Association over a long period of time.
- (b) A Life Member shall enjoy the same privileges as a Full Member but shall not be required to pay an annual fee.
- (c) The nomination for the election of a person as a Life Member shall be included in the notice given fourteen (14) days prior to the General Meeting at which the proposition is to be considered.
- (d) A Life Member shall be elected by the affirmative vote of seventy-five per cent of Full Members who vote at the General Meeting.

Honorary Member

- (a) An Honorary Member shall be a person not otherwise being a member of the Association who:
 - 1) has rendered outstanding services to the Association, or
 - 2) holds or has held a prominent position in the community, or
 - 3) is a prominent citizen visiting the Association for some special occasion.
- (b) An Honorary Member shall be appointed as an Honorary Member by the committee and where the qualification is set out in (a) above.
- (c) An Honorary Member shall not be required to pay any fees.
- (d) The committee may terminate an Honorary Membership at any time without assigning any reason for such termination.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by giving to the secretary written notice of the member's intention to resign.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 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, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) Information obtained from members by the Association to facilitate program planning, course provision and for other administrative reasons notwithstanding clause 7 (3), (4) and (5), will be treated confidentially.
- (8) 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 Fees and subscriptions

- (1) Membership fees shall be determined by the Committee and recommended to the membership at the Annual General Meeting. Changes to the fees must be decided by special resolution.
- (2) Membership fees as applicable from time to time, shall be displayed on the membership application / renewal form and/or in the Handbook, the brochure and on the website.
- (3) A member of the association must, on admission to membership, pay a joining fee of **\$5 or** such other amount as determined by the committee, from time to time.
- (4) In addition to the joining fee payable by a new member under Cl. 8 (3) a new member must pay to the Association the full annual fee if joining in Term 1 or 2, or a reduced fee if joining in Term 3 or 4.
- (5) In each succeeding calendar year, payment of annual membership fees is due together with the renewal form, before 1st January, the first day of the Association's financial year. For convenience, payment will be accepted up till and on Enrolment Day for Term 1.

9 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 8.

10 Resolution of disputes

- (1) In the event of disharmony occurring 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, the member may, in the first instance, discuss the nature of the complaint with the President, but must refer the complaint in writing to the secretary.
The management committee will attempt to resolve the complaint but if the complaint escalates to a dispute and a resolution has not been reached, they will expeditiously refer the matter to mediation.
- (2) 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*. Note there are several Alternative Dispute Resolution (ADR) providers listed in the Department of Fair Trading leaflet.

- (3) If a dispute is not resolved by mediation within 3 months of the date confirmed for the first mediation session under Cl.10 (2), the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made by any person to the committee that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause 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 of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (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 12, whichever is the later.

12 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 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3 COMMITTEE

13 Powers of the committee

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by the Act or this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all 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.

14 Composition and membership of committee

- (1) The 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.
- Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee
- (2) The total number of committee members is to be 7 or 8, according to circumstances each election.
- (3) The office-bearers of the association are as follows:
- | | |
|--------------------|-------------------------|
| (a) the president, | (b) the vice-president, |
| (c) the treasurer, | (d) the secretary. |
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) All Office bearers may only hold a particular office for a maximum of 3 consecutive years. .
- (6) Each member of the committee 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 member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), 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) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a financial member of the association.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subcl. (3)

17 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.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy 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 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 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without consent of the committee from 3 consecutive committee meetings, 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.

19 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The Committee shall meet as often as is required to conduct the business of the Association but not less than 4 times each calendar year; at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by a member of the executive.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any half of the Members of the Committee plus one constitutes a quorum for transaction of business of a meeting of the Management 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 a date within 14 days, at a time and place to be decided as convenient to most members and communicated to members as described in subclause (3).

- (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. Any urgent business may be conducted via electronic means in accordance with Cl. 22 (3).
- (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.

21 Appointment of association members as committee members to constitute a quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 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.
- (3) Decisions taken outside of a committee meeting should be noted in the minutes of the next committee meeting, should have the assent of a quorum of the committee, that assent being obtained by phone or email contact

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of a committee member or members and one or more members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A 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.
- (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, 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.

24 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 or participating via electronic means.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (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 member of the committee or sub-committee.

PART 4 GENERAL MEETINGS

25 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.

26 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 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 (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 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 (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 26 (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.

29 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) 10% of the total number of financial members (rounded upwards) constitutes 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 a date within 14 days, at a time and place to be decided and communicated to members, by electronic means, allowing 48 hours notice.
- (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 7% of the total number of financial members) are to constitute a quorum.

30 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.

31 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.

32 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 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

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

34 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.

35 Proxy votes not permitted

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

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (if the committee so decides) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 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 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 5 Miscellaneous**38 Insurance**

The Association shall effect and maintain, with an approved insurer, public liability insurance cover of any such amount as may be required by the law and may effect and maintain such other insurance as the committee may, from time to time, deem necessary.

39 Funds—source

- (1) The funds of the association are to be derived from joining fees and annual subscriptions of members, course fees, donations, grants and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 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, electronic fund transfers, promissory notes and other negotiable instruments, must be signed by 2 authorised signatories.

41 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.

42 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulation, 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.

43 Change of name, objects and constitution

The Association's name, its objects or constitution may be changed - and the change registered - in accordance with Section 10, Section 39, and Section 14 of the Act.

44 Custody of books etc.

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45 Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46 Service of notices

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

- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 Financial year

The financial year of the association is:

- (1) the period of time commencing on the date of incorporation of the association and ending on the following 31st December, and
- (2) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31st December.