

# **Constitution**

## **Huntington's NSW & ACT Incorporated**

**ABN 54 571 730 306**

**Under the *Associations Incorporation Act 2009* (NSW)**

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## Part 1 - Preliminary

### 1 Definitions and interpretation

1.1 In this Constitution:

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

**Annual General Meeting** means a General Meeting required to be held annually as provided in clause 30.

**Association** means Huntington's NSW & ACT Incorporated being an incorporated association described in this Constitution and established under the Act with Registration number Y1657509 and ABN 54 571 730 306.

**Board** means the governing body of the Association with powers as provided in clause 18.

**Board Member** means a person elected as a member of the Board pursuant to clause 20.

**Constitution** means this constitution as amended from time to time.

**Director-General** has the same meaning as the word 'Secretary' has in the Act which at the time of adoption of this Constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (b) if there is no such position in the Department, the Secretary of the Department.

**Financial Year** means the Association's accounting period of 12 months, which begins on the first day of July and ends on the last day of June each year.

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

**Income Tax Assessment Act** means the *Income Tax Assessment Act 1997* (Cth).

**Member** means a person entered as a member on the register of the Association in accordance with clause 8.4.

**Membership** means membership of the Association.

**Office-bearer** means a Board Member elected to a position set out in clause 19.3.

**Ordinary Board Member** means a member of the Board who is not an Office-bearer.

**Permitted Appointment** means:

- (a) the appointment of a person who is already an employee as a Board Member or other officer of the Association; or
- (b) the appointment of a person who is already a Board Member, officer or Member as an employee of the Association;

in circumstances which satisfy all of the following requirements:

- (c) the terms of employment have been approved by a resolution of the Board; and
- (d) only 1 person at any time is both:
  - (i) a Board Member or other officer of the Association; and

- (ii) an employee of the Association; and
- (e) the appointment is permitted by, or not in contravention of, any applicable law.

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

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

**Secretary** means the person appointed as secretary of the Association in accordance with clause 22.

**Special General Meeting** means a General Meeting of the Association other than an Annual General Meeting.

**Special Resolution** has the meaning given by clause 38.

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) words importing any gender include all other genders;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a law includes regulations and instruments made under the law;
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (h) a reference to a person being present in person includes an individual participating in a meeting as described in clause 1.2(g);
- (i) a reference to a person includes a natural person, corporation or other body corporate;
- (j) a power, an authority or a discretion reposed in a Board Member, the Board, the Association in General Meeting or a Member may be exercised at any time and from time to time;
- (k) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (l) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (m) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

- 1.3 The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

## **2 Objects**

The objects for which the Association is established are:

- (a) to provide benevolent relief of suffering, distress or misfortune of persons having, or suspect, or at hereditary risk of having, Huntington's Disease (**Disease**), their families and their dependants including by:
  - (i) facilitating access to health services that will give analysis, care, relief and treatment for sufferers;
  - (ii) facilitating access to other care services including in-home services, residential and nursing facilities for sufferers;
  - (iii) facilitating the provision of suitable professional help and advice for:
    - (A) those at risk with the Disease; and
    - (B) non-professional people having the responsibility for caring for and making decisions affecting sufferers from the Disease;
  - (iv) providing supplementary activities for sufferers, their carers and family members, where appropriate, to improve social engagement; and
  - (v) raising and expending funds in pursuit of the objects of the Association;
- (b) to act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects; and
- (c) to do such things as are incidental or ancillary to the attainment of these objects, including by:
  - (i) improving the community's awareness of the Disease, and its effect on sufferers, their dependants and the community, and its awareness of the need and moral obligation to provide more adequate help to relieve the suffering and distress of sufferers and their dependants;
  - (ii) promoting a better understanding by the medical profession of the signs and symptoms, occurrence and control of the Disease; and
  - (iii) providing families of sufferers a strong, single voice when making representations to governmental and other bodies.

## **3 Powers**

The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

## **4 Application of income for objects only**

4.1 The income and the property of the Association, however derived:

- (a) must be applied solely towards the promotion of the objects of the Association as set out in clause 2; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

- 4.2 Clause 4.1 does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:
- (a) of reasonable remuneration for services to the Association;
  - (b) for goods supplied in the ordinary course of business;
  - (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause 4.2 by the Association in a General Meeting;
  - (d) of reasonable rent for premises let by a Member; or
  - (e) for reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Association.

## **5 Winding up and cancellation**

- 5.1 The Association may be wound up by Special Resolution.
- 5.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members.
- 5.3 Subject to the Act and any court order made under section 63 of the Act, and subject to clause 6, the surplus assets must be given or transferred to 1 or more funds or institutions:
- (a) that has charitable objects similar to, or inclusive of, the Association; and
  - (b) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the Association under this Constitution.
- 5.4 The funds or institutions to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

## **6 Transfer of surplus assets – deductible gift recipients**

- 6.1 Where the Association has been endorsed as a deductible gift recipient, either under Subdivision 30-BA of the Income Tax Assessment Act as an entity or in relation to a fund or an institution it operates, then where:
- (a) the Association is wound up;
  - (b) the fund or institution is wound up; or
  - (c) the endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked;
- any surplus:
- (d) gifts of money or property for the principal purpose of the Association, fund or institution (whichever is relevant);
  - (e) contributions described in item 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act in relation to a fundraising event held for that purpose; and
  - (f) money received by the Association because of such gifts or contributions,

remaining after payment of all liabilities must be transferred to 1 or more funds or institutions that comply with clause 5.3 and are deductible gift recipients.

- 6.2 Where the Association operates more than 1 fund or institution for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the Income Tax Assessment Act is revoked only in relation to 1 of those funds or institutions, then it may transfer any surplus assets of that fund or institution after payment of all liabilities to any other fund or institution for which it is endorsed as a deductible gift recipient.

## **Part 2 - Membership**

### **7 Membership qualifications**

- 7.1 The Members as at the date of adoption of this Constitution and any person the Board approves as a Member under clause 8.2 are the Members of the Association.
- 7.2 A person is qualified to be a Member if the person:
- (a) if a natural person, is 18 years of age and over;
  - (b) accepts the objects of the Association;
  - (c) agrees to be bound by this Constitution; and
  - (d) has applied and been approved for Membership of the Association under clause 8.

### **8 Application for Membership**

- 8.1 An application for Membership:
- (a) must be made in writing in the form determined by the Board; and
  - (b) must be lodged with the Secretary.
- 8.2 As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board. The Board will determine whether to approve or to reject the application.
- 8.3 When an applicant has been accepted or rejected for membership, the Secretary must notify the applicant of the decision within a reasonable period and may request payment of membership fees (if any).
- 8.4 If the Board accept an application for membership, then subject to the member paying any applicable membership fees, the Secretary must, enter the applicant's name in the register of Members.
- 8.5 The Association shall maintain at least 5 Members.

### **9 Cessation of Membership**

A person ceases to be a Member if the person:

- (a) in the case of an individual, death, or in the case of a body corporate, of it ceasing to exist or being wound up; or
- (b) resigns Membership; or
- (c) fails to pay an annual Membership fee within 6 months after the fee was due and payable; or

(d) is expelled from the Association under clause 16.

## **10 Membership entitlements not transferable**

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

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

## **11 Resignation of Membership**

11.1 A Member may resign that Membership in accordance with this clause 11.

11.2 A Member who has paid all amounts payable by the Member to the Association in respect of their Membership may resign from Membership by:

- (a) first giving to the Secretary written notice of at least 1 month (or such other period as the Board may determine) of the Member's intention to resign; and
- (b) on the expiration of the period of notice, the Member ceases to be a Member.

11.3 If a Member ceases to be a Member under clause 11.2, 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.

## **12 Register of Members**

12.1 The Secretary must establish and maintain a register of Members specifying:

- (a) the name of the Member;
- (b) the postal, residential or email address of the Member;
- (c) the date on which the person became a Member; and
- (d) the date on which the person ceased to be a Member.

12.2 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.

12.3 The register of Members must be open for inspection, free of charge, by any Member at any reasonable hour.

12.4 A Member may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

## **13 Membership fees**

13.1 The Members must pay such Membership fees[, and in such intervals,] as prescribed by the Board from time to time.

13.2 The Board may, in their discretion, prescribe reduced Membership fees or waive Membership fees in particular instances.

13.3 Membership fees are due on the first day of each Financial Year.

#### **14 Members' liabilities**

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association;

is limited to the amount, if any, unpaid by the Member in respect of Membership as required by clause 13.

#### **15 Resolution of internal disputes**

15.1 Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

15.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

#### **16 Disciplining of Members**

16.1 A complaint may be made to the Board by any person that a Member:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
- (c) has acted or made statements which in the reasonable opinion of the Board are inconsistent with, or contrary to, the objects of the Association.

16.2 On receiving such a complaint, the Board:

- (a) must cause notice of the complaint to be served on the Member concerned;
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

16.3 The Board may, by resolution, expel the Member from the Association or suspend the Member 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.

16.4 If the Board 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 Board for having taken that action and of the Member's right of appeal under clause 17.

16.5 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 17.5, whichever is the later.

## **17 Right of appeal of disciplined Member**

- 17.1 A Member may appeal to the Association in General Meeting against a resolution of the Board under clause 16, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 17.2 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.
- 17.3 On receipt of a notice from a Member under clause 17.1, the Secretary must notify the Board 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.
- 17.4 At a General Meeting convened under clause 17.3:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Board 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.
- 17.5 If the General Meeting passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 - The Board**

### **18 Powers of the Board**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, including making, rescinding or altering rules or policies which are binding on Members for the management and conduct of the Association.

### **19 Composition and Membership of the Board**

- 19.1 The Board is to consist of:
- (a) the 3 Office-bearers, and
  - (b) no more than 5 Ordinary Board Members,
- each of whom is to be elected at the Annual General Meeting under clause 20.
- 19.2 Each Ordinary Board Member is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the Board Member's election, but is eligible for re-election.
- 19.3 The Office-bearers are as follows:

- (a) the Chair;
- (b) the Treasurer; and
- (c) the Secretary.

19.4 A Board Member may hold up to 2 offices under clause 19.3.

19.5 There is no maximum number of consecutive terms for which a Board Member may hold office.

19.6 In the event of a casual vacancy occurring in the membership of the Board or if at any time the number of Board Members is less than the number required to constitute a quorum for a Board meeting, the Board may appoint a Member to fill the vacancy or to enable the quorum to be constituted, respectively and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **20 Election of Board**

20.1 Nominations of candidates for election as Office-bearers or Ordinary Board Members may be made at the Annual General Meeting or in such manner as determined by resolution of the Board from time to time.

20.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.

20.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

20.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

20.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

20.6 The ballot for the election of Board Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

## **21 Chairperson**

21.1 The Chair is to preside as chairperson at each General Meeting

21.2 If a Board meeting is held and:

- (a) a Chair has not been elected under clause 20; or
- (b) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the Board Members present must elect 1 of their number to be a chairperson of the meeting.

## **22 Secretary**

22.1 There must be at least one Secretary.

22.2 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of their address.

- 22.3 Unless otherwise determined by the Board, it is the duty of the Secretary to keep minutes of:
- (a) all appointments of Board Members;
  - (b) the names of Board Members present at a Board meeting or a General Meeting; and
  - (c) all proceedings at Board meetings and General Meetings.

22.4 Minutes of proceedings at a meeting referred to in clause 22.3(c) must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **23 Treasurer**

23.1 There must be at least one Treasurer.

23.2 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.

### **24 Vacancy of Board Member**

For the purposes of this Constitution, a casual vacancy in the office of a Board Member occurs if that person:

- (a) dies;
- (b) ceases to be a Member;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 25;
- (f) becomes a mentally incapacitated person;
- (g) is not present at 3 successive meetings of the Board without leave of absence from the Board Members;
- (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;
- (i) becomes prohibited, disqualified or removed from being a committee or board member by any reason of any order of any court of competent jurisdiction or regulator;
- (j) makes statements which are inconsistent with, or contrary to, the objects of the Association; or
- (k) is no longer willing or able to subscribe to the objects of the Association.

## **25 Removal of Board Member**

- 25.1 The Association in General Meeting may by resolution remove any Board Member from that office before the expiration of the Board 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 Board Member so removed.
- 25.2 If a Board Member to whom a proposed resolution referred to in clause 25.1 relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representation be notified to the Members, the Secretary or the Chair may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **26 Employees**

- 26.1 No person who is an employee of the Association may be appointed as an officer of the Association unless the appointment is a Permitted Appointment.
- 26.2 No officer or Member shall be appointed to any salaried office of the Association or any office of the Association paid by fees unless the appointment is a Permitted Appointment and no remuneration or other benefit in money or money's worth shall be given by the Association to any officer or Member who is not an employee, except that payments may be made to an officer or Board Member:
- (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a Board Member where the payments do not exceed an amount previously approved by the Board; or
  - (b) for any service rendered to the Association in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms.

## **27 Meetings of the Board**

- 27.1 The Board must meet at least 6 times in each period of 12 months at such place and time as the Board may determine.
- 27.2 Additional meetings of the Board may be convened by the Chair or by any 2 Board Members.
- 27.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Member at least 48 hours (or such other period as may be unanimously agreed on by the Board Members) before the time appointed for the holding of the meeting.
- 27.4 Notice of a meeting given under clause 27.3 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 Board Members present at the meeting unanimously agree to treat as urgent business.
- 27.5 Three or a majority of Board Members, whichever is the greater, constitutes a quorum for the transaction of the business of a meeting of the Board.
- 27.6 No business is to be transacted by the Board 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.

27.7 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.

## **28 Delegation by Board to sub-committee**

28.1 The Board may, by instrument in writing, delegate to 1 or more sub-committees (consisting of such Members as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Board by the Act or by any other law.

28.2 A function the exercise of which has been delegated to a sub-committee under clause 28.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

28.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

28.4 Despite any delegation under this clause 28, the Board may continue to exercise any function delegated.

28.5 Any act by a sub-committee acting in the exercise of a delegation under this clause 28 has the same force and effect as it would have if it had been done by or to the Board.

28.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause 28.

28.7 A sub-committee may meet and adjourn as it thinks proper.

## **29 Voting and decisions**

29.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

29.2 Each Member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote.

29.3 Subject to clause 27.5, the Board may act despite any vacancy on the Board.

29.4 Any act by the Board or 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 Board or sub-committee.

29.5 In the event of an equality of votes cast for and against a question, the chairperson of the Board meeting does not have a second or casting vote, and consequently the question is decided in the negative.

29.6 Circular resolutions

(a) The Board may pass a resolution without a Board meeting being held if all of the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

(b) Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.

- (c) The resolution is passed when the last Board member signs.

## **Part 4 - General Meeting**

### **30 Annual General Meetings**

- 30.1 With the exception of the first Annual General Meeting, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year, convene an Annual General Meeting of its Members.
- 30.2 The Association must hold its first Annual General Meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first Financial Year.
- 30.3 Clauses 30.1 and 30.2 have effect subject to any extension or permission granted by the Director-General.
- 30.4 The Annual General Meeting is, subject to the Act and to clause 30, to be convened on such date and at such place and time as the Board thinks fit.

### **31 Business at Annual General Meetings**

- 31.1 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 Board reports on the activities of the Association during the last preceding Financial Year;
  - (c) to elect Board Members; and
  - (d) to receive and consider the financial statement which is required to be submitted to Members under the Act.
- 31.2 An Annual General Meeting must be specified as such in the notice convening it.

### **32 Calling of Special General Meetings**

- 32.1 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 32.2 The Board must, on the requisition in writing of at least 5% of the total number of Members, convene a Special General Meeting.
- 32.3 A requisition of Members for a Special General Meeting:
  - (a) must state the purpose or purposes of the meetings;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.

- 32.4 If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any 1 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.
- 32.5 A Special General Meeting convened by a Member as referred to in clause 32.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

### **33 Notice of General Meetings**

- 33.1 Except where 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.
- 33.2 Where 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 matters required under clause 33.1, the intention to propose the resolution as a Special Resolution.
- 33.3 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 31.1.
- 33.4 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.

### **34 Procedure at General Meetings**

- 34.1 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.
- 34.2 Ten Members (being Members entitled under this Constitution to vote at a General Meeting) present in person constitute a quorum for the transaction of the business of a General Meeting.
- 34.3 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.
- 34.4 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 Members) is to constitute a quorum.

### **35 Chairperson of General Meeting**

- 35.1 The Chair elected under clause 20 is to preside as chairperson at each General Meeting.
- 35.2 If the Chair is absent or unwilling to act, the Members present must elect 1 of their number to preside as chairperson at the meeting.

### **36 Adjournment**

- 36.1 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.
- 36.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 36.3 Except as provided in clauses 36.1 and 36.2, 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.

### **37 Making of decisions**

- 37.1 A question arising at a General Meeting is to be determined on a show of hands unless a poll is demanded.
- 37.2 Unless before or on the declaration of the show of hands a poll is demanded, 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.
- 37.3 At a General Meeting, a poll may be demanded by the chairperson or by at least 3 Members present in person at the meeting.
- 37.4 If a poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **38 Special Resolution**

A resolution of the Association is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members as, being entitled under this Constitution so to do, vote in person at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with clause 33; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph 38(a), if the resolution is passed in a manner specified by the Director-General.

## **39 Voting**

- 39.1 On any question arising at a General Meeting each Member has 1 vote only.
- 39.2 All votes must be given personally or by any appropriate corresponding method that the Board may determine if the meeting is occurring by use of technology.
- 39.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.
- 39.4 A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual Membership fee payable in respect of the then current year.

## **40 Proxy voting**

Proxy voting must not be undertaken at or in respect of a General Meeting.

## **41 Postal or electronic ballots**

- 41.1 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 17).
- 41.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **42 Insurance**

The Association may effect and maintain insurance.

### **43 Sources of Funds**

- 43.1 The funds of the Association are to be derived from:
- (a) Membership fees of Members;
  - (b) bequests, donations and grants; and
  - (c) subject to any resolution passed by the Association in General Meeting, such other sources as the Board determines.
- 43.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 43.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **44 Management of Funds**

- 44.1 Subject to clause 4 and any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- 44.2 All cheques, drafts, bills of exchange, promissory notes and other payments must be signed by any 2 Board Members or employees of the Association, being Members or employees authorised to do so by the Board.

#### **45 Alteration of Constitution**

- 45.1 This Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.
- 45.2 The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Association to no longer be a charity.

#### **46 Accounts**

- 46.1 The Board Members must cause proper financial records to be kept and, if required by a law (including the Act), regulation or guideline applicable to the Association or otherwise considered by the Board Members to be appropriate, cause the accounts of the Association to be audited or reviewed accordingly.
- 46.2 The Board Members must distribute to the Members copies of the annual financial reports of the Association accompanied by a copy of the report of the auditor or reviewer (as required) and report of Board Members in accordance with the requirements of a relevant law (including the Act), regulation or guideline.

#### **47 Custody of books**

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 premises of the Association in the custody of the Secretary or a Member (as the Board determines); or
- (b) if the Association has no premises, at the Association's official address, in the custody of the Secretary.

#### **48 Inspection of books**

- (a) The records, books and other documents of the Association must be open to inspection, free of charge, by a Member at any reasonable hour.
- (b) Despite clause 48(a), the Board may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

#### **49 Service of notices**

- 49.1 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;
  - (b) by sending it by post to the address of the person; or
  - (c) by sending it by some form of electronic transmission to an electronic address nominated by the Member.
- 49.2 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 ordinary post:
  - (i) if sent to an address in Australia, 5 days after the date of its posting; and
  - (ii) if sent to an address outside Australia, 7 days after the date of its posting.
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.