

# THE CONSTITUTION OF THE AMATEUR BEEKEEPERS ASSOCIATION OF NSW INC

## BASED ON MODEL CONSTITUTION

Under the *Associations Incorporation Act 2009*

## Better Apiculture through Knowledge

### NAME

The name of the Association is The Amateur Beekeepers Association of NSW, Incorporated (ABA).

**The object** of the ABA is to help members develop their knowledge and skills as beekeepers, and generally to promote the importance of bees and benefits of beekeeping as a hobby

The ABA will

- champion high standards in beekeeping
- encourage the formation of new clubs
- provide educational and support services to members and their clubs
- arrange lectures, discussions, demonstrations and field days
- urge members and the community to regard bee biosecurity as a priority
- represent the interests of beekeepers in industry and government forums
- lobby relevant authorities over matters important to beekeepers, including protection of honey and pollen flora and the right to small scale beekeeping in urban areas.
- support scientific research relevant to beekeeping
- distribute relevant news and information to members
- encourage members to comply with beekeeping regulations
- offer beekeeping insurance services to members
- operate a centralised register that allows members to join the ABA and affiliated clubs, pay fees and update their details
- maintain a swarm collector register for access by the public
- promote bees and beekeeping in the community

For affiliated clubs the ABA will

- support new and developing clubs with guidance on administration and operations
- collect members' fees
- provide public liability insurance for clubs
- support club improvements and activities with club grants
- include club information on the ABA website
- provide promotional materials such as flyers, banners and templates
- provide central resource to record membership data
- provide technology and support to assist clubs with efficient communications
- subsidise club copies of beekeeping publications

As adopted 21 May 2017



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# Part 1 Preliminary

## 1. Definitions

(1) In this constitution:

*ordinary committee member* means a member of the Executive 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*.

(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 and Club Affiliation

### 2. Membership Generally

- (1) A person is eligible to be an Ordinary member of the ABA if:
  - (a) The person is a natural person, and
  - (b) The person has applied and been approved for membership of an Affiliated Club in a membership category requiring the payment of ABA Membership fee.
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
    - ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) An ordinary member having paid ABA Membership for the current financial year is “financial” and eligible to vote at general meetings, nominate or be nominated for election to the Executive Committee, and be a club delegate at Council meetings.
- (4) A person who is a member of more than one ABA Affiliated Club is only required to pay one ABA Membership fee per annum.
- (5) **Honorary membership**

A person is an **Honorary member** of the ABA if, despite not being an ordinary member, they are considered by the Executive Committee to contribute significantly to the ABA. They:

  - (a) are not required to pay an annual ABA Membership fee, and
  - (b) are to be approved by the Council on an annual basis, and
  - (c) have no voting rights.
- (6) **Life Membership**
  - (a) Life membership may be conferred on a member in appreciation of exemplary service to the ABA. The service must be evidenced by written statement from at least three other people.
  - (b) The conferring of life membership on any member shall require a special resolution at a general meeting of the ABA.
  - (c) The names of life members shall be recorded by the Secretary in a special register kept for that purpose.
  - (d) Life membership carries the same rights as “financial” ordinary membership.
  - (e) The conferring of life membership on any member exempts them from the payment of any future ABA Membership fees.

### 3. Club Affiliation

- (1) An association may apply for affiliation with the ABA.

That association must:

  - (a) be incorporated;

- (b) have objects and rules similar to and supportive of the ABA;
  - (c) have a financial year the same as the ABA;
  - (d) ensure that their Ordinary membership confers on the member ABA membership and requires the payment of the ABA membership fee in addition to any club membership fee and;
  - (e) have at least 10 members who will become ABA members on affiliation;
  - (f) appoint a member of their management committee as a membership officer.
- (2) Clubs already affiliated with the ABA at 21 May 2017 should work toward meeting the requirements of Clause 3 (1) if not already done.
  - (3) Application for affiliation must be in writing to the ABA Secretary and accompanied by the association's constitution and a list of names of members who will become ABA members on affiliation.
  - (4) Application for affiliation may be made by a group of individuals who plan to form an incorporated association if affiliation will be granted. Application for affiliation must be in writing to the ABA Secretary and accompanied by the proposed constitution and a list of names of individuals who will become ABA members on affiliation.
  - (5) The ABA Secretary, or a sub-committee appointed for this purpose, is to consider each application for affiliation and if appropriate present the application to the next Council meeting for approval.
  - (6) If approved, the association becomes an Affiliated Club and their name is entered in the Register of Affiliated Clubs.
  - (7) The ABA may de-affiliate a club if the club's total membership or proportion of membership paying ABA Membership fees has fallen to a level that makes continued affiliation no longer feasible.
  - (8) An Affiliated Club can by special resolution passed at a duly convened General Meeting of its members, de-affiliate from the ABA. No refund of ABA membership fees will be made.
  - (9) As a benefit to Affiliated Clubs, and to provide consistent access by, and to facilitate communication with all Affiliated Club members, a centralised Membership Register is to be provided by ABA. Each Affiliated Club is to only have access to details of their own membership.
  - (10) Application for membership of an Affiliated Club is to be made via the centralised Membership Register. Approval of applications for membership of an Affiliated Club is to be administered by the management committee, or their delegate, of the Club for which membership application has been made

#### 4. 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 their annual membership fee within 3 months after the fee is due, or within the period specified by the constitution of their Affiliated club.
- (e) ceases to be an Ordinary member of an Affiliated Club, or

- (f) the Affiliated Club of which they are a member ceases to be an Affiliated Club.

## 5. 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.

## 6. 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 (or any other period that the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member 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) 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) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Executive Committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual Membership fee of \$50 or, if some other amount is determined by the Council, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on 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.

## 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) 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*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 11. Disciplining of members

- (1) A complaint may be made to the Executive 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 Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to deal with the complaint, the Executive 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 Executive 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 Executive 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 Executive 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 Executive Committee for having taken that action and of the member's right of appeal under clause 12. At the same time, the secretary must cause written notice of the action taken to be given to the secretary of the affiliated club that granted current membership to the member, but no reason or details are to be provided.
- (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 Executive 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 Executive 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 Executive 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 The Executive Committee and Council

### 13. Powers of the Council and Executive Committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Council:
  - (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 Council to be necessary or desirable for the proper management of the affairs of the association.
- (2) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Executive Committee:
  - (a) acts as caretaker of the ABA between Council meetings, and
  - (b) is to undertake work assigned to it or its members by Council, and
  - (c) is not to resolve any matters unless with prior instruction from the Council or if the matter is urgent and must be attended to before the Council next meets. Any such resolution is to be brought to the next meeting of the Council for ratification.

### 14. Composition and membership of the Council and Executive Committee

- (1) The Executive Committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) such other committee positions as may be defined and created from time to time by an ordinary resolution of the ABA in general meeting. Members may be elected to these positions as ordinary committee members at the annual general meeting of the association under clause 15.
  - (c) The total number of Executive Committee members is to be at least 7 but is not to exceed 10.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The Council, is to consist of:
  - (a) all members of the Executive Committee, and
  - (b) delegates representing the Affiliated Clubs.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.

The office-bearers are the authorised signatories of the association.

- (4) An Executive Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) No person shall hold the position of President for more than four consecutive terms.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the Executive Committee is, subject to this constitution, to hold office until immediately before the election of Executive Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election, subject to sub-clause (5).
- (7) All Affiliated Clubs are encouraged to send members to Council meetings however only delegates are entitled to vote. Delegates must be financial ABA members of the club they represent.
- (8) The number of delegates is limited by the following table:

Club Membership	Number of delegates
up to 30	2
31-50	3
51 or more	4

Club membership is defined as the number of ordinary members who have paid ABA Membership for the current year, and life members, at the start of the month in which the meeting occurs

- (9) The number of delegates for each club is in addition to any club member who is a member of the Executive Committee.
- (10) Each Club may elect their club delegates at a club meeting per their club constitution.

If the ABA Secretary is notified of the names of the elected delegates and that only those elected delegates are to be delegates for that club, then they alone are that club's delegates.

Else, the delegates for each club will be determined from those present in the following order;

- (a) If the club has notified the ABA Secretary in advance of the elected delegates for the club, the elected delegates of the club that are present at the Council meeting;
- (b) the club president;
- (c) the club vice-president;
- (d) the club secretary;
- (e) the club treasurer;
- (f) other members of the club by agreement between eligible members of that club that are present, or in the event of failure to reach agreement, based on order of signatures of eligible members appearing on the attendance register for that meeting.

## 15. Election of Executive Committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Executive Committee members:
  - (a) may 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 must be delivered to the secretary of the association, or
  - (b) may be made verbally at the annual general meeting providing:
    - (i) the member being nominated consents to the nomination
    - (ii) the person being nominated, the person making the nomination and the person seconding the nomination are all financial members of the association.

- (2) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (5) The ballot for the election of office-bearers and ordinary committee members of the Executive Committee is to be conducted at the annual general meeting in any usual and proper manner that the Executive Committee directs.
- (6) 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 Executive Committee, and
  - (b) the names of members of the Executive Committee present at a Executive Committee meeting or a general meeting, and
  - (c) all proceedings at Executive Committee meetings and general meetings.
  - (d) the names of all members present at 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).
- (5) Maintain a Register of Affiliated Clubs recording the club name, date affiliated, and date affiliation ceased.
- (6) Maintain a register of life and honorary members.

## 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.
- (c) that financial records are kept for at least 5 years.

## 18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive 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 Executive 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 the consent of the Executive Committee from 3 consecutive meetings of the Executive 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.

## 19. Removal of Executive Committee members

- (1) The association in general meeting may by resolution remove any member of the Executive 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 Executive 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. Executive Committee and Council meetings and quorum

- (1) The Council must meet at least 3 times in each period of 12 months at the place and time that the Council may determine.
- (2) Additional meetings of the Council may be convened by the president or by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Council must be given by the secretary to each member of the Executive Committee and the secretary of each club at least 7 days (or any other period that may be unanimously agreed on by the members of the Executive 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 Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Four Executive Committee members with four club delegates together being members from at least three different Affiliated Clubs constitute a quorum for the transaction of the business of a

meeting of the Council. Four Executive Committee members being members from at least three different Affiliated Clubs constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

- (6) No business is to be transacted by the Council or the Executive 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 Council and a meeting of the Executive Committee:  
the president or, in the president's absence, the vice-president is to preside, or  
if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Executive Committee chosen by the members present at the meeting is to preside.

## **21. Appointment of association members as Executive Committee members to constitute quorum**

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

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

## **23. Delegation by Council to sub-committee**

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the Council thinks fit) the exercise of any of the functions of the Council that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Council 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 Council 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 Council.
- (6) The Council 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 Council, the Executive Committee or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council, Executive Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Council, Executive Committee or of any sub-committee appointed by the Council (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 Executive Committee may act despite any vacancy on the Executive Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, the Executive Committee or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council, the Executive 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 Executive 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 Executive 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 Executive Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Executive 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 Executive 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 Executive 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) 15 members present and representing at least three Affiliated Clubs (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.

## 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 Executive 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 Executive 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.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **35 Proxy votes not permitted**

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **36. Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the Executive Committee determines) 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 Executive 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 may effect and maintain insurance.

### 39. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Executive 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 Council determines.
- (2) All cheques, drafts, bills of exchange, 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 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.

### 43. Change of name, objects and constitution

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 an Executive Committee member.

#### 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 Executive 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 Executive 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:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) 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 31 December.