



**U3A Southern Highlands Inc. ("Association")**

INC 987 8806 ABN 82 452 155 213

**CONSTITUTION**

## TABLE OF CONTENTS

<b>A. OBJECTS</b> .....	4
<b>B. DEFINITIONS</b> .....	4
<b>C TERMS</b> .....	5
<b>Membership</b> .....	5
<b>Application for Membership</b> .....	6
<b>Cessation of Membership</b> .....	6
<b>No Right of Transfer</b> .....	6
<b>Resignation of Membership</b> .....	7
<b>Register of Members &amp; Register of Members of the Management Committee</b> .....	7
<b>Fees &amp; Period of Membership</b> .....	8
<b>Members' Liabilities</b> .....	9
<b>Resolution of Disputes</b> .....	9
<b>Disciplining of Members</b> .....	9
<b>Right of Appeal of Disciplined Member</b> .....	10
<b>Non-Member Course Leaders</b> .....	11
<b>THE COMMITTEE</b> .....	11
<b>Powers of the Committee</b> .....	11
<b>Limitation on Powers of the Committee</b> .....	11
<b>Composition and Membership of Committee</b> .....	11
<b>Election of Committee Members</b> .....	12
<b>Secretary</b> .....	13
<b>Treasurer</b> .....	13
<b>Public Officer</b> .....	14
<b>Casual Vacancies</b> .....	14
<b>Removal of Committee Members</b> .....	15
<b>Committee Meetings and Quorum</b> .....	15

<b>Appointment of Financial Members as Committee Members to constitute Quorum</b> .....	16
<b>Use of Technology at Committee Meetings</b> .....	16
<b>Delegation by Committee to sub-Committee</b> .....	16
<b>Voting and Decisions</b> .....	17
<b>GENERAL MEETINGS</b> .....	17
<b>Holding of Annual General Meetings</b> .....	17
<b>Annual General Meetings – calling of and business at</b> .....	17
<b>Special General Meetings – calling of</b> .....	18
<b>Notice</b> .....	18
<b>Quorum for General Meetings</b> .....	19
<b>Presiding Member</b> .....	19
<b>Adjournment</b> .....	19
<b>Making of Decisions</b> .....	20
<b>Special Resolutions</b> .....	20
<b>Voting</b> .....	20
<b>Proxy Voting</b> .....	21
<b>Postal or Electronic Ballots</b> .....	21
<b>Use of Technology at General Meetings</b> .....	21
<b>MISCELLANEOUS</b> .....	21
<b>Insurance</b> .....	21
<b>Funds – source</b> .....	21
<b>Funds – management</b> .....	21
<b>Association is Non-Profit</b> .....	22
<b>Distribution of Property on Winding up of the Association</b> .....	22
<b>Change of Name, Objects and Constitution</b> .....	22
<b>Custody of books etc</b> .....	22
<b>Inspection of Books etc</b> .....	22
<b>Service of Notices</b> .....	23
<b>Financial Year</b> .....	23

## **U3A Southern Highlands Inc. (“Association”)**

### **CONSTITUTION**

#### **A. OBJECTS**

1. The objects of the Association are to establish and maintain within various localities within and outside the NSW Southern Highlands region a U3A organisation that provides learning opportunities that are broadly in accordance with the Principles of the University of the Third Age (U3A), that is:
  - a) To provide affordable learning opportunities for older people (who are no longer in full-time employment), using the skills and abilities of the members of the Association themselves,
  - b) Those who learn shall teach and those who teach shall learn, and there shall be no distinction between the two;
  - c) There shall be no qualifications for membership, and no awards, degrees or diplomas shall be given;
  - d) The emphasis shall be on learning for the love of it, and shall include an emphasis on the values of making things and on improving skills of all kinds;
  - e) Learning shall take place in a friendly, supportive, social environment;
  - f) Those joining a U3A shall pay for its upkeep;
  - g) There shall be no payment to any person (member or non-member) for teaching or providing a service to members except in the case of reimbursement for such expenses as travel, photocopying, etc. For which prior approval has been authorised.
2. The curriculum of a U3A shall be determined by the needs/preferences of members and according to the resources available to it.
3. To be at all times non-political and non-sectarian in its provision of learning opportunities.
4. To use any funds raised or accruing primarily for the promotion of the Objects, and any surplus, at the discretion of the Management Committee, for the holding of occasional events with the purpose of enhancing the collegiality of the tutors and the members.
5. To do all such things as may contribute to the attainment of these objects.
6. Any and all discretions exercised under this Constitution must be exercised in good faith taking into consideration the principles of U3A and the Objects set out above.

#### **B. DEFINITIONS**

1. In this constitution:

- a) **the Act** means the *Associations Incorporation Act 2009 (NSW)* as amended from time to time.
  - b) **Committee** means the Management committee as constituted pursuant to Clauses 48 and 50.
  - c) **Disbursements** means out-of-pocket expenses directly associated with the content of courses.
  - d) **Eligible Person** means a person who has reached the age of 50 years and has retired from Full-Time Employment
  - e) **Financial Member** means a person who has paid all money due and payable by a member to the Association.
  - f) **Full-Time Employment** means a person who has ongoing employment and works on average around 38 hours each week.
  - g) **Membership Fee** means the 12 monthly fees due and payable for the period 1 January to 31 December.
  - h) **Ordinary Committee member** means a member of the Committee who is not a principal officer of the Association.
  - i) **Register of Committee Members** means the register referred to in clause 17.
  - j) **Register of Members** means the register referred to in Clause 9.
  - k) **Regulation** means the *Associations Incorporation Regulation 2016 (NSW)*.
  - l) **Secretary** means the person holding office under this constitution as Secretary of the Association, or if no such person holds that office – the public officer of the Association.
  - m) **Special General Meeting** means a general meeting of the Association other than an annual general meeting.
2. A reference to a function includes a reference to a power, authority and duty, and 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 (NSW)* 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.
  4. To the extent that this constitution fails to address a matter referred to in Schedule 1 of the *Associations Incorporation Regulation 2016 (NSW)*, the provisions of the Model Constitution with respect to the matter are taken to be part of this constitution.

## **C TERMS**

### **Membership**

1. A person will be an ordinary member of the Association if:

- a) that person is a natural person, and
- b) that person is an Eligible Person or, at the discretion of the Committee, is otherwise eligible for membership, and
- c) that person has applied for and been accepted for membership in accordance with Clause 3, and
- d) that person is a Financial Member.

### **Application for Membership**

- 2. An application of a person for membership of the Association:
  - a) must be made in writing using the form or online process approved from time to time by the Committee,
  - b) must be lodged with the Secretary, and
  - c) must be accompanied by the requisite Membership Fee for the year or 50% of the Membership Fee if the application is made after 1 July of the membership year.
- 3. As soon as practicable after receipt of an application for membership, accompanied by the requisite Membership Fee, the Committee shall determine whether the applicant satisfies the criteria for membership specified in clause C. 1 b) above and, if so satisfied or alternatively exercises its discretion to accept the applicant as eligible for membership, shall promptly accept the application in writing, provide the new member with a membership badge for the year of the application and a receipt for the requisite Membership Fee paid, and enter the new member's name, postal, residential or email address in the Register of Members together with the date on which the person's application was accepted by the Committee.
- 4. If the Committee considers that an applicant does not satisfy the criteria for membership, the Secretary shall notify the applicant in writing accordingly.

### **Cessation of Membership**

- 5. A person ceases to be a member of the Association if the person:
  - a) dies, or
  - b) resigns his/her membership, or
  - c) is expelled from the Association, or
  - d) fails to pay the due annual membership fee;

### **No Right of Transfer**

- 6. 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.

## **Resignation of Membership**

7. 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. Such resignation shall be effective within 7 days of receipt of written notice thereof by the Secretary. Resignation shall not entitle the member resigning to a re-imbusement of any fees paid for the year in which the resignation takes effect.
8. If a member of the Association ceases to be a member under Clause 7 and in every other case where a member ceases to hold membership, the Secretary must ensure an appropriate entry is made in the Register of Members recording the date on which the membership ceased.

## **Register of Members & Register of Members of the Management Committee**

9. The Association 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 and the date on which that person ceased to be a Financial Member.
10. The Register of Members must be kept in New South Wales at the main premises of the Association, or if the Association has no premises, at the Association's official address.
11. The Register of Members must be open for inspection, free of charge, by any member of the Association at any reasonable hour during weekdays.
12. A member of the Association may obtain a copy of any part of the Register of Members on payment of a fee of not more than \$1 for each page copied.
13. If a member requests that any information contained on the Register of Members about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
14. If the Register of Members is kept in electronic form:
  - a) it must be convertible into hard copy, and
  - b) the requirements in clauses 10 and 11 apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.
15. The Committee or a member may only use the Register of Members 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) the purposes of sending the person a notice in respect of a local educational or cultural event or educational material, upon endorsement by the Committee or
  - c) any other purpose necessary to comply with a requirement of the Act or the Regulation.

16. When a person ceases to be a Committee member, electronic or hard copies of the Register of Members must be passed to their Committee successor.
17. The Association must keep a register of committee members in accordance with section 29 of the Act.
18. The register must contain the following in relation to each committee member:
  - a) the committee member's name, date of birth and residential address,
  - b) the date on which the committee member takes office,
  - c) the date on which the committee member vacates office,
  - d) such other as may be prescribed by the regulations.
19. The register 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.
20. Any change in the committee's membership must be recorded in the register within one month after the change occurs.
21. The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person, and a member of the Association may obtain a copy of any part of the Register of Committee Members on payment of a fee of not more than \$1 for each page copied.

#### **Fees & Period of Membership**

22. The Membership Fees and course fees (if any) shall be determined by the Committee from time to time.
23. In determining the level of fees, the Committee shall be guided by the principle that the income of the Association from all sources (including fees) should be sufficient to cover the projected expenditure of the Association from time to time.
24. For persons wishing to become members, the Membership Fee is payable on the date of lodgement of the application for membership. Membership of the Association expires on 31 December of the calendar year in which the member joined the Association.
25. For persons wishing to renew their membership, their membership renewal is effective on the date of receipt of the requisite Membership Fee. Each renewal shall be effective only for the calendar year for which each requisite Membership Fee is paid to the Association.
26. The Membership Fee of any person who joins the Association on or after 1 July in any calendar year shall be 50% of the annual membership fee for that year. Such membership shall be taken to expire at the end of the calendar year in which the membership fee is paid.
27. Course fees as set by the Committee from time to time are to be paid at each term enrolment and/or before commencing course attendance.

28. Members who have not renewed their membership by payment of the requisite Membership Fee have no entitlement to exercise any rights accruing to a member and, in particular may not attend any courses or other events organised by the Association for its members from time to time.

29. Members are required to wear their membership badge when attending courses or other events organised by the Committee.

### **Members' Liabilities**

30. 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 including course fees.

### **Resolution of Disputes**

31. 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:

- a) shall attempt to be resolved through negotiations between the parties in dispute, the president of the Association and the president of U3A Network NSW Inc. (the disputing parties shall be jointly and severally responsible for the payment of all reasonable costs and disbursements incurred by the president of the Association and the president of U3A Network NSW Inc. in performance of their function hereunder);
- b) if the dispute is not resolved by negotiation within four (4) months of receipt of a written 'invitation to negotiate' issued by the president of the Association, it may be referred by a disputing party to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

32. If a dispute is not resolved by mediation within 6 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

33. The *Commercial Arbitration Act 2010 (NSW)* applies to any such dispute referred to arbitration.

### **Disciplining of Members**

34. A complaint may be made to the 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.

35. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

36. 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 21 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.
37. The Committee may, by special 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.
38. 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 40.
39. 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 37, whichever is the latest.

#### **Right of Appeal of Disciplined Member**

40. A member may appeal to the Association in general meeting against a resolution of the Committee under clause 37, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
41. 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.
42. On receipt of a notice from a member under Clause 40 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.
43. At a general meeting of the Association convened under Clause 42:
- 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.
  - d) The appeal is to be determined by a 75% majority of votes cast by members of the Association present and entitled to vote.

### **Non-Member Course Leaders**

44. Course leaders, who are not members of the Association, may be offered enrolment as associate members by the Committee for the calendar year in which they provide a course or courses for the Association, and shall be exempt from the payment of membership fees during that period.

## **THE COMMITTEE**

### **Powers of the Committee**

45. Subject to the Act, the Regulation and this constitution and to 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 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 of members of the Association, and
- c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **Limitation on Powers of the Committee**

46. Notwithstanding the provisions of Section 5 of the Act and subject to clause 47, no salary or remuneration shall be paid to any member of the Association in respect of services rendered to the Association as a course or discussion leader, occasional lecturer, course convenor, course organiser or otherwise related to the management of the Association.

47. Nothing in the preceding Clauses shall be taken to prevent the reimbursement of Disbursements incurred by members in the course of providing voluntary services to the Association, nor the making of a gift to a value up to \$50 or such other amount as the Committee from time to time may determine, to a member as a token of appreciation of special services rendered voluntarily to the Association and its members.

### **Composition and Membership of Committee**

48. The Committee is to consist of:

- a) the principal officers of the association, and
- b) at least 1 ordinary Committee members,  
each of whom is to be elected at the annual general meeting of the Association under clauses 54 – 60.

49. The minimum number of Committee members is to be six (6) and the maximum twelve (12).

50. The principal officers of the Association are as follows:

- a) the president,

- b) the vice-president,
- c) the treasurer,
- d) the secretary
- e) the course co-ordinator;

51. A Committee member may hold up to 2 offices (other than both the president and vice-president offices).
52. No principal officer shall hold the same position for more than 3 consecutive years, unless approved by a vote of 75% of Financial Members present at the Annual General Meeting.
53. Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting (including the election of the new committee members) next following the date of the member's election.

#### **Election of Committee Members**

54. Nominations of candidates for election as the principal officer 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 form of the nomination), and
  - b) must be delivered to the Secretary at least 28 days before the date fixed for the holding of the annual general meeting at which the election is to take place. The Secretary must by notice in writing inform members 16 days prior to the date of the annual general meeting of the identity of the nominees and the positions for which they have nominated.
55. 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.
56. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
57. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
58. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
59. The ballot for the election of principal officers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

60. A person nominated as a candidate for election as a principal officer or as an ordinary Committee member of the Association must be a Financial Member of the Association.

### **Secretary**

61. The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

62. It is the duty of the Secretary to:

- a) keep minutes (in written or electronic form) of:
  - i. all appointments of office-bearers and members of the Committee, and
  - ii. the names of members of the Committee present at a Committee meeting or a general meeting, and
  - iii. all proceedings at Committee meetings and general meetings.
- b) Maintain the Registers referred to in clauses 9 and 17.

63. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

64. The signature of the chairperson may be transmitted by electronic means for the purposes of Clause 63.

### **Treasurer**

65. It is the duty of the treasurer 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.

66. The treasurer shall open and maintain all such accounts in the name of the Association with such banks or other financial institutions as the Committee may from time to time direct.

67. The treasurer shall ensure that all the money received by the Association is deposited as soon as practicable and without deduction to the credit of the Association's account.

68. On behalf of the Association, the treasurer shall ensure that as soon as practicable after receiving any money, an appropriate receipt or other acknowledgement is issued.

69. At each meeting of the Committee, the treasurer shall present for adoption by the Committee a statement of all accounts paid since the date of the last meeting and shall make interim financial reports to the Committee as necessary.

70. The treasurer shall be responsible from time to time to ensure that all insurance policies determined by the Committee to be required by the Association are current and that all necessary premiums have been paid.

71. The treasurer shall prepare financial statements for consideration by the members at the annual general meeting;
72. For the purposes of section 71 of the Act, the treasurer shall present to the Committee, as soon as practicable following completion of the financial year, a statement of the Association's accounts in accordance with clause 65 b).

### **Public Officer**

73. The Committee shall ensure that:
- a) there is, at all times, a public officer to perform the duties of that office and, in the event of a vacancy occurring, shall appoint a person to fill that vacancy in accordance with section 34 of the Act; and
  - b) Within 28 days after taking office as the Association's public officer (other than its first public officer), the public officer must notify NSW Fair Trading, in the approved form, of: (i) the public officer's full name and date of birth, and (ii) the public officer's address for service of notices, being either the public officer's residential address or some other address at which the public officer can generally be found, and (iii) the fact that the public officer has taken office as public officer.
74. The public officer may hold any office of the Association in addition to the office of public officer.

### **Casual Vacancies**

75. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Financial Member of the Association to fill the vacancy 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.
76. A casual vacancy in the office of a member of the Committee occurs if the member:
- a) dies, or
  - b) ceases to be a Financial Member of the Association, or
  - c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*, or
  - d) resigns office by notice in writing given to the Secretary, or
  - e) is removed from office under clause 77, or
  - f) becomes a mentally incapacitated person, or
  - g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth)*.

### **Removal of Committee Members**

77. 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.
78. If a member of the Committee to whom a proposed resolution referred to in Clause 77 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.

### **Committee Meetings and Quorum**

79. The Committee should meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
80. Additional meetings of the Committee may be convened by the president or at the request of a member of the Committee.
81. Written notice of a meeting of the Committee must be given by the Secretary or delegate to each member of the Committee at least 3 days (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting. Committee meetings may be held electronically
82. Notice of a meeting given under Clause 81 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.
83. 50% of the members of the elected Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
84. 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 the same place and at the same hour of the same day in the following week.
85. The Committee may develop Standing Orders for the conduct of its meetings held physically and/or electronically which will ensure adequate opportunity for all members to participate, orderly discussion and voting procedures.
86. 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.
87. 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, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

**Appointment of Financial Members as Committee Members to constitute Quorum**

88. 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 Financial Members of the Association as Committee members to enable the quorum to be constituted.

89. 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.

90. This clause does not apply to a casual vacancy to which clauses 75 and 76 apply.

**Use of Technology at Committee Meetings**

91. 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.

92. 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.

**Delegation by Committee to sub-Committee**

93. The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as 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.

94. 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.

95. A delegation under clause 93 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.

96. Despite any delegation under clause 93, the Committee may continue to exercise any function delegated.

97. Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under clause 93 has the same force and effect as it would have if it had been done or suffered by the Committee.

98. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

99. A sub-Committee may meet and adjourn as it thinks proper.

### **Voting and Decisions**

100. 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 except where this constitution requires more than a simple majority.

101. 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.

102. Subject to Clause 83, the Committee may act despite any vacancy on the Committee.

103. 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.

### **GENERAL MEETINGS**

#### **Holding of Annual General Meetings**

104. The Association must hold its annual general meetings:

- a) within 6 months after the close of the Association's financial year, or
- b) within such later time as may be allowed under section 37 (2) (b) of the Act.

#### **Annual General Meetings – calling of and business at**

105. The annual general meeting of the Association is, subject to the Act and to Clause 104, to be convened on such date and at such place and time as the Committee thinks fit.

106. 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 principal officers 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.

- e) any other business that may be properly considered by a general meeting, including business which may be transacted under clause 117

107. An annual general meeting must be specified as such in the notice convening it.

### **Special General Meetings – calling of**

108. The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

109. The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.

110. 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.

111. If the Committee 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 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.

112. A special general meeting convened by a member or members as referred to in Clause 108 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

113. For the purposes of Clause 109:

- a) a requisition may be in electronic form, and
- b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **Notice**

114. 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 in accordance with clause 155 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.

115. 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 in accordance with clause 155 to each member specifying, in addition to the matter required under Clause 105, the intention to propose the resolution as a special resolution.

116. 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 106.

117. A member desiring to bring any business before a general meeting may give notice in writing in accordance with clause 154 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.

### **Quorum for General Meetings**

118. 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.

119. 5% of the Association's Financial Members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

120. 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.

121. 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 Financial Members present (being at least 3) are to constitute a quorum.

### **Presiding Member**

122. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.

123. 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.

### **Adjournment**

124. The chairperson of a general meeting at which a quorum is present may, with the consent of many 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.

125. If a general meeting is adjourned for 14 days or more, the Secretary must give written 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.

126. Except as provided in clauses 120 b) and 125 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.

### **Making of Decisions**

127. A question arising at a general meeting of the Association is to be determined by either:

- a) a show of hands or, if the meeting is one to which clause 138 applies, any appropriate corresponding method that the Committee may determine, or
- b) if on the motion of the chairperson or if 5 or more Financial Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

128. 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.

129. Clause 128 applies to a method determined by the Committee under Clause 127 a) in the same way as it applies to a show of hands.

130. 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.

### **Special Resolutions**

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

### **Voting**

132. On any question arising at a general meeting of the Association a member has one vote only.

133. 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.

134. Only a Financial Member is entitled to vote at any general meeting of the Association.

135. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **Proxy Voting**

136. Each member shall be entitled to appoint another member as proxy by notice in writing given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

### **Postal or Electronic Ballots**

137. The Association may hold either a postal or electronic (as the Committee determines) ballot to determine any issue or proposal (other than an appeal under clause 40).
138. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **Use of Technology at General Meetings**

139. 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.
140. A member of the 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.

## **MISCELLANEOUS**

### **Insurance**

141. The Association must obtain and maintain public liability insurance

### **Funds – source**

142. The funds of the Association are to be derived from Membership Fees, course fees, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
143. 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.
144. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **Funds – management**

145. 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 such manner as the Committee determines.
146. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and Electronic Funds Transfers must be signed or electronically authorised by any 2 of those members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

### **Association is Non-Profit**

147. 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: Failure to observe gives rise to a pecuniary gain- Section 5 of the Act.

### **Distribution of Property on Winding up of the Association**

148. 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.

149. 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.

### **Change of Name, Objects and Constitution**

150. An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

### **Custody of books etc.**

151. 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.

### **Inspection of Books etc.**

152. 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.

153. A member of the Association may obtain a copy of any of the documents referred to in Clauses 9, 17 and 152 on payment of a fee of not more than \$1 for each page copied.

154. Despite Clauses 11, 12, 21 and 152, 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.

### **Service of Notices**

155. 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.
156. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- a) 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
  - b) 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.

### **Financial Year**

157. The financial year of the Association is 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.