



CONSTITUTION

of the Central Coast Family History Society Incorporated

2019

CONSTITUTION OF THE CENTRAL COAST FAMILY HISTORY SOCIETY INC.

Preamble

The Central Coast Family History Society Incorporated is an incorporated association registered under the Associations Incorporation Act 2009. For registration under the Act, an association must submit its constitution for recording in the Register of Incorporated Associations.

The constitution of an incorporated association is a contract between the association and its members, who agree to adhere to the provisions outlined in the constitution.

The Central Coast Family History Group was registered under the Associations Incorporation Act, 1984 on 22 March 1999 (Reference No N1450653) and the change of name to Central Coast Family History Society Incorporated was registered on 29 March 2000; Incorporation No YO553434.

This Constitution of the Central Coast Family History Society Incorporated was adopted by Special Resolution at a Special General Meeting of the Central Coast Family History Society Incorporated on, Saturday 1st June 2019 and was registered by the Office of Fair Trading on 31st October 2019.

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Part 1 – Preliminary

Definitions

In this constitution, in relation to the Society:

The **Act** is the *(NSW) Associations Incorporation Act 2009*.

Authorised signatory; means a person who is appointed under Section 36 of the Act as an authorised signatory for the Society, and includes the Society's Public Officer.

Constitution; means the constitution that is recorded in the Register of Incorporated Associations, established and maintained under Section 98 of the Act.

Function; includes a power, authority or duty.

General Meeting; Meeting of members to achieve the objectives of the Society.

Special General Meeting; A meeting to consider items of business of which notice has been given and which may require a special resolution.

Annual General; A meeting of the Society held annually to consider annual reports and the election of office bearers and members of management committee.

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.

Management Committee; means the governing body of the Society established under Section 28 of the Act, however described.

Management Committee Member; means a person who is elected or appointed under the Society's constitution as a Committee Member of the Society and includes the office bearers and ordinary Management Committee Members of the Society.

A **natural person**; is an individual person and not a corporate body, institution or business.

Ordinary Committee Member; means a member of the Management Committee who is not an office-bearer.

The **Public Officer**; is a resident of New South Wales over 18 years of age who is an authorised signatory for the Society and is the official point of contact for the Society.

The **Regulation**; is the *(NSW) Associations Incorporation Regulation 2016*.

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.

1. Name and Objects of the Association

- 1.1 The name of the association is the 'Central Coast Family History Society Incorporated', hereinafter referred to as the Society
- 1.2 The objects of the Central Coast Family History Society Incorporated are to:
 - (a) assist and encourage members to undertake family and local history research and record and preserve the results of their research;
 - (b) promote the study of family and local history and to encourage its recording and preservation;
 - (c) encourage social interaction, collaboration and cooperation between members in undertaking their family and local history research activities.
 - (d) record, transcribe and index historical records of the Central Coast Region and other areas of interest to the Society;
 - (e) produce publications, journals, newsletters and other relevant items that assist family and local history research;
 - (f) promote and facilitate public access to records of interest and importance to family and local history researchers; and
 - (g) affiliate, or enter into reciprocal agreements or cooperative arrangements with other societies, either nationally or internationally, that have objects wholly or in part similar to the objects of the Society.
- 1.3 To achieve these objects, the Society may:
 - (a) provide facilities to assist and benefit members in their family and local history research activities;
 - (b) acquire, sell, lease, dispose of, dedicate, exchange or otherwise deal with all or any part of the property of the Society; and
 - (c) adopt appropriate policies, organisational arrangements, rules and guidelines for the operation of the Society.
- 1.4 Subject to the Act and the Regulation, the Society, as a not for profit society, 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.

Part 2 - Membership

2. Membership Generally

- 2.1 A person is eligible to be a **Member** of the Society if the person is a natural person and the person has applied and been approved for membership of the society.
- 2.2 Where two persons are domiciled at the same residential address, they may apply for and be granted membership as **Joint Members**.
- 2.3 Joint members shall be entitled to the general benefits of membership of the Society and shall be eligible to vote individually at any meeting of the Society or serve individually in any position in the Society.
- 2.4 For the purposes of serving any notice in respect of a meeting or other event relating to the Society, issuing correspondence, distributing newsletters or journals or other material relating to the Society, or any other purpose necessary to comply with a requirement of the Act or the Regulation or this Constitution, Joint Members shall be considered to be a single membership.
- 2.5 The Management Committee, on written nomination to the Secretary by two or more members, may elect a member who has provided outstanding service to the Society over a period of time as a **Life Member**.
- 2.6 A Life Member shall be entitled to all the benefits of membership of the Society without any obligation to pay an annual membership fee.
- 2.7 Payment of the annual membership fee in accordance with clause 8.3, or acceptance of membership as a Life Member, shall constitute agreement by the member to comply with this Constitution and the policies and rules of the Society.

3. Application for Membership

- 3.1 A person applying for membership of the Society must:
- (a) apply in writing in the form prescribed by the Management Committee;
 - (b) pay the sum payable under this Constitution by a member as joining fee and annual membership fee;
 - (c) lodge the application with the Society.
- 3.2 As soon as practicable after receiving an application for membership, the secretary must refer the application to the Management Committee, which is to determine whether to approve or to reject the application.
- 3.3 As soon as practicable after the Management Committee makes the determination the secretary must notify the applicant of the outcome and if accepted, enter the applicants name into the register of members.

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 the annual membership fee under clause 8.3 within 2 months after the fee is due.

5. Membership Limitations

- 5.1 A right, privilege, benefit or obligation which a person has by reason of being a member of the Society:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.
- 5.2 A member of the Society may not give the name and address of the Society as their address for the purpose of private identification or endorsement.

6. Resignation of membership

- 6.1 A member of the society may resign from membership of the society by first giving to the secretary written notice of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 6.2 In every 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.
- 6.3 A person who has ceased to be a member may re-apply for membership in accordance with clause 3.1.

7. Register and Schedule of Members

- 7.1 The secretary of the Society must ensure that a register of members of the Society is established and maintained by the Membership Secretary, or other person, such as the Management Committee may appoint.
- 7.2 The **Register of members** must specify only the:
- (a) name of each person who is a member of the Society; and
 - (b) membership number of the person; and
 - (c) date on which the person became a member.
- 7.3 The register of members must be kept in New South Wales:

- (a) at the main premises of the Society, or
 - (b) if the Society has no premises, at the Society's official address.
- 7.4 The register of members must be open for inspection, free of charge, by any current member of the Society at any reasonable time.
- 7.5 A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.6 A **Schedule of members** of the Society must be established and maintained by the Secretary, or other person, such as the Membership Secretary, as the Management Committee may appoint.
- 7.7 In addition to the information contained in the register of members, the schedule of members must specify, the postal or the residential address of each member and may include information in relation to a member such as telephone number, e-mail address and membership activity record.
- 7.8 The schedule of members will be confidential and available only to the Management Committee, other persons authorised by the Management Committee, or, in relation to information pertaining to a member, the member.
- 7.9 A member must not use information about a person obtained from the register or schedule of members 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 Society or other material relating to the Society; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.10 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in sub-clauses (7.3) and (7.4) 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

- 8.1 The fees and subscriptions payable by members shall comprise
- (a) a Joining Fee;
 - (b) an Annual Membership Fee; and
 - (c) any other fees, subscriptions, levies or charges imposed on members by a special resolution of a General Meeting of the Society.
- 8.2 The Joining Fee shall be payable on submitting an application for membership of the Society.
- 8.3 The annual membership fee shall be due and payable
- (a) by an applicant on submitting an application for membership of the Society; and
 - (b) by each member on or before the first day of each financial year of the Society until the person ceases to be a member in accordance with clause 4,
 - (c) unless the person is a Life Member, in which case there is no obligation to pay the annual membership fee.
- 8.4 In determining from time to time the amount payable for either the joining fee or annual membership fee, the Management Committee may determine any amount payable
- (a) for membership by an individual person;
 - (b) for membership by Joint Members; and
 - (c) by all applicants for membership according to the portion of the financial year remaining until the annual membership fee is next due and payable.
- 8.5 Notice of any change to the fees shall be given to members at least three months prior to the revised fees being implemented.

9. Members' Liabilities

- 9.1 The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 8.

10. Resolution of Disputes

- 10.1 A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 10.2 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.
- 10.3 The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

11. Disciplining of Members

- 11.1 A complaint may be made in writing to the Management Committee by any person that a member of the Society has:
- (a) refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) wilfully acted in a manner prejudicial to the interests of the Society.
- 11.2 The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the Management Committee decides to deal with the complaint, the Management Committee must:
- (a) cause notice of the complaint to be served on the member concerned;
 - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint; and
 - (c) take into consideration any submissions, written or in person, made by the member in connection with the complaint.
- 11.4 The Management Committee, after considering the complaint and any submissions made in connection with the complaint may, by resolution,
- (a) expel the member from the Society if it is satisfied that the facts alleged in the complaint have been proved and the expulsion is warranted in the circumstances; or
 - (b) suspend the member from the Society for such period as it deems appropriate if it is satisfied that the facts alleged in the complaint have been proved and the suspension is warranted in the circumstances; or
 - (c) reprimand or caution the member; or
 - (d) uphold the complaint but take no action against the member; or

- (e) dismiss the complaint.
- 11.5 The Secretary must, within 7 days of the Management Committee making a decision on the complaint,
- (a) advise the member and the complainant, in writing, of the Management Committee's decision; and
 - (b) if the Management Committee expels or suspends a member, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 12.
- 11.6 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 Management Committee confirms the resolution under clause 12, whichever is the later.

12. Right of Appeal of Disciplined Member

- 12.1 A member may appeal to the Society against a resolution of the Management Committee under clause 11.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 12.2 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.
- 12.3 On receipt of a notice from a member under clause 12.1 the Secretary must convene a meeting of the Society's members to be held within 35 days after the date on which the Secretary received the notice.
- 12.4 The Secretary must cause notice of the meeting to consider the appeal to be served on the member concerned, giving the member at least 7 days from the time the notice is served until the meeting is held.
- 12.5 At a meeting of the Society convened under clause 12.3:
- (a) the appellant member may attend in person, or by use of any technology that gives the appellant a reasonable opportunity to participate in the meeting; and
 - (b) the appellant member may be accompanied by a non participating support person,; and
 - (c) the Management Committee must state the case for expelling or suspending the member orally or in writing, or both; and
 - (d) the member must be given the opportunity to state their case for appealing the decision orally or in writing, or both.
- 12.6 The Society's members present are to vote by secret ballot on the question

of whether the resolution should be confirmed or revoked.

- 12.7 The appeal is to be determined by a simple majority of votes cast by members of the Society and the appellant member advised orally immediately.
- 12.8 The Secretary must, within 7 days of the Society making a decision on the appeal,
- (a) advise the member, in writing, of the Society's decision; and
 - (b) if the Society expels or suspends a member, cause written notice to be given to the member of the action taken and the reasons given by the Management Committee for having taken that action.

Part 3-The Management Committee

13. Powers and Duties of the Management Committee

- 13.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the Management Committee:
- (a) is to control and manage the affairs of the Society, and
 - (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
 - (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Society.
- 13.2 The Management Committee shall, from time to time, produce appropriate policies, organisational arrangements, rules and guidelines
- (a) for the operation of the Society; and
 - (b) for the operation of the Management Committee.
- 13.3 At its first meeting after election, the Management Committee must:
- (a) appoint, or confirm the appointment of, a Public Officer;
 - (b) authorise four members of the Management Committee to sign all cheques, and other negotiable instruments on behalf of the Society, with the requirement that any two of these members may sign these instruments,
 - (c) authorise the use of credit and or debit cards and establish limits for use of the cards,
 - (d) prepare and publish a schedule of the dates on which it proposes to hold meetings of the Management Committee during its term of office, in accordance with clause 21.1; and
 - (e) prepare and publish a schedule of the dates on which it proposes to hold ordinary general meetings of the Society, in accordance with clauses 26.1 and 26.2.

14. Composition and Membership of Management Committee

- 14.1 **The Management Committee** is to consist of a minimum of 7 and no more than 12 members, including:
- (a) the office-bearers of the Society, and
 - (b) at least 3 and no more than 8 ordinary Management Committee members, all of whom are to be elected at the Annual General Meeting of the Society under clause 15.

- 14.2 The office-bearers of the Society are the President, Vice President, Secretary and Treasurer.
- 14.3 An office bearer may not hold concurrently more than one office, except in a temporary capacity.
- 14.4 Each member of the Management Committee is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election.
- 14.5 There is no maximum number of consecutive terms for which a committee member may hold office. However, notwithstanding clauses 15.4 to 15.7, an office bearer who has held the same office for three consecutive terms of office shall not be eligible for re-election to the same office without the consent of three quarters of the financial members present at the meeting at which the election is held.

15. Election of Management Committee Members

- 15.1 Nominations of candidates for election as office-bearers or as ordinary Management Committee members of the Society:
- (a) must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate, which may be endorsed on the form of the nomination, and
 - (b) must be delivered to the Secretary of the Society at least seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 15.2 A person nominated as a candidate for election as an office-bearer or as an ordinary member of the Management Committee of the Society must be a Member, Joint Member or Life Member of the Society and, unless the nominee is a Life Member, must have paid the annual membership fee in accordance with clause 8.3(b).
- 15.3 A member may submit nominations for election to more than one office but the election of office bearers and ordinary members of the Management Committee shall occur in the order of President, Vice-President, Secretary, Treasurer and ordinary members of the Management Committee and, when a member is elected to an office, their nomination for any other office shall be withdrawn. 15.4 If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations for the remaining positions are to be received at the Annual General Meeting.
- 15.5 If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- 15.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

- 15.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.8 The ballot for the election of office-bearers and ordinary members of the Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
- 15.9 Only members who have paid the annual membership fee for the current financial year in accordance with clause 8.3(b), and Life Members, are eligible to vote in any ballot for office bearers and ordinary members of the Management Committee.

16. Casual Vacancies

- 16.1 In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may by resolution, appoint a member of the Society 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.
- 16.2 A casual vacancy in the office of a member of the Management Committee occurs if the member:
- (a) dies; or
 - (b) ceases to be a member of the Society; or
 - (c) 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 17; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management 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.

17. Removal of Management Committee Members

- 17.1 The Society may, at a general meeting, by special resolution remove any member of the Management 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.
- 17.2 If a member of the Management Committee to whom a proposed resolution referred to in clause 17.1 relates makes representations in writing, not exceeding a reasonable length, to the Secretary or President and requests that the representations be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society 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.

18. The President and Vice President

- 18.1 The President is the chief elected officer of the Society and leads the Society in the conduct of its policy making, management and fiduciary dealings.
- 18.2 The Vice-President supports the President in the execution of the Presidential duties and assumes any of those duties:
- (a) when invited to do so by the President; or
 - (b) when the President is, for reasons of illness or alternative commitments, unable to undertake those duties.
- 18.3 At a general meeting of the Society, or a meeting of the Management Committee
- (a) the President will preside; or
 - (b) in the President's absence, or if the President vacates the chair, the Vice-President will preside; or
 - (c) if the President and Vice-President are absent or unwilling to preside, the members present must elect one of their number to preside as chairperson of the meeting.
- 18.4 If, for any reason, the President's office falls vacant, the Vice-President should act as interim President until a new President is elected.

19. The Secretary

- 19.1 The Secretary is the principal administrative officer of the Society and is responsible for ensuring that the business records of the Society are maintained.
- 19.2 It is the duty of the Secretary to keep records of:
- (a) all appointments of office-bearers and ordinary members of the Management Committee; and
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting and the names of members of the Society present at a general meeting; and
 - (c) minutes of all proceedings at Management Committee meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be adopted by resolution as an accurate record of proceedings and signed by the chairperson of the meeting at which they are adopted. The signature of the chairperson may be transmitted by electronic means.
- 19.4 If, for any reason, the position of Public Officer is vacant, the Secretary will be the Public Officer of the Society until the Management Committee fills the vacancy.
- 19.5 If, for any reason, the Secretary is not in a position to acquit any of the tasks mentioned in clauses 19.1 to 19.4 inclusive, the Management Committee may appoint one of its members to do so in the Secretary's absence, or until a replacement Secretary is elected.

20. The Treasurer

- 20.1 It is the duty of the Treasurer of the Society to ensure that:
- (a) all money due to the Society is collected and received, and official receipts issued; and
 - (b) all payments authorised by the Society are made; and
 - (c) correct records and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
- 20.2 If, for any reason, the Treasurer is not in a position to acquit any of the tasks mentioned in clause 20.1, the Management Committee may appoint one of its members to do so in the Treasurer's absence, or until a replacement Treasurer is elected.

21. Management Committee Meetings and Quorum

- 21.1 The Management Committee must meet at such place and time as the Management Committee may determine:
- (a) within 28 days following the Annual General Meeting of the Society, or such other meeting, at which it was elected; and
 - (b) within 28 days prior to the next Annual General Meeting following the meeting at which it was elected; and
 - (c) on at least four other occasions in each period of 12 months.
- 21.2 Additional meetings of the Management Committee may be convened by the President or by any two members of the Management Committee.
- 21.3 Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under clause 21.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting agree to treat as general business.
- 21.5 At least one half of the current members of the Management Committee shall constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 21.6 No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 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.
- 21.8 A Management Committee meeting may be held concurrently at two or more venues using any technology that gives each of the Management Committee members a reasonable opportunity to participate.
- 21.9 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.

22. Delegation by Management Committee;

- 22.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 22.2 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.
- 22.3 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.
- 22.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 22.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.
- 22.8 The Management Committee may allocate roles, responsibilities, functions and duties to members of the Management Committee to assist in the effective and efficient operations of the Society.
- 22.9 Any member of the Management Committee who has accepted a role, responsibility, function or duty allocated by the Management Committee shall be responsible to the Management Committee for the performance of that role, responsibility, function or duty.
- 22.10 The Management Committee may allocate roles, responsibilities, functions and duties to members of the Society to assist in the effective and efficient operations of the Society.
- 22.11 Any member of the Society who has accepted a role, responsibility, function or duty allocated by the Management Committee shall be responsible to the Management Committee, or to a member of the Management Committee nominated by the Management Committee, for the performance of that role, responsibility, function or duty.
- 22.12 The Management Committee may not allocate any function which is a duty imposed on the Management Committee by the Act or by any other law.

23. Voting and Decisions

- 23.1 Questions arising at a meeting of the Management Committee or sub committee, are to be determined by a majority of the votes of members present at the meeting.
- 23.2 Each member present at a meeting of the Management Committee or sub 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.
- 23.3 Proxy voting must not be undertaken at or in respect of a Management Committee meeting.
- 23.4 Subject to clause 21.5, the Management Committee may act despite any vacancy on the Management Committee.
- 23.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee.

Part 4-General Meetings

24. Annual General Meetings

- 24.1 The Society must hold its Annual General Meetings:
- (a) within 6 months after the close of the Society's financial year; or
 - (b) within such later time as may be allowed or prescribed by the Act or Regulation.
- 24.2 The Annual General Meeting of the Society is, subject to the Act and to clause 24.1, to be convened on such date and at such place and time as the Management Committee thinks fit.
- 24.3 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 and consider any financial statement or report required to be submitted to members under the Act;
 - (c) to receive from the Management Committee reports on the activities of the Society during the last preceding financial year,
 - (d) to elect office-bearers and ordinary Management Committee members of the Society
- 24.4 An Annual General Meeting must be specified as such in the notice convening it.

25. Special General Meetings

- 25.1 The Management Committee may, whenever it thinks fit, convene a special general meeting of the Society to consider one or more items of business of which notice has been given, and which require either a special resolution or an ordinary resolution.
- 25.2 The Management Committee must, on the requisition of at least 5 per cent of the total number of members, convene a special general meeting of the Society.
- 25.3 A requisition of members for a special general meeting:
- (a) must be submitted in writing and/or electronically; 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.
 - (f) may be lodged by electronic means.
- 25.4 If the Management Committee fails to convene a special general meeting to be held within 28 days 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 90 days after that date.
- 25.5 A special general meeting convened by a member or members as referred to in clause 25.4 must be convened as nearly as is practicable in the same manner as special general meetings are convened by the Management Committee.

26 Ordinary General Meetings

- 26.1 The Society may, from time to time, hold ordinary general meetings of its members
- (a) for the purpose of achieving the objects of the Society,
 - (b) to receive reports of the Society's activities; and
 - (c) to refer matters to the Management Committee.
- 26.2 Ordinary general meetings of the Society may be convened on such date, time and place as the Management Committee thinks fit but the business of any ordinary general meeting shall be limited to that prescribed by Clause 26.1.

27. Notice of Meetings

- 27.1 Unless the nature of the business proposed to be dealt with at an Annual General Meeting or a special general meeting requires a special resolution of the Society, the Secretary must, at least 21 days before the date fixed for the holding of the Annual General Meeting or special general meeting:
- (a) display a notice of the meeting in a prominent position at the Society's registered office; or
 - (b) publish a notice of the meeting in one or more of the Society's journal, newsletter or website (if such journal or newsletter or website currently exists); or
 - (c) publish a notice of meeting in a newspaper circulating in the district in which the Society operates; or
 - d) give notice of the meeting by any other means that the Management Committee may determine; and such notice shall specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of any business proposed to be dealt with at an Annual General Meeting or special general meeting of the Society requires a special

resolution of the Society, the Secretary must, in addition to complying with clause 27.1, cause notice to be given to each member, specifying the intention to propose the resolution as a special resolution.

- 27.3 The Management Committee must, from time to time, publish a schedule of the dates, times and places on which the Society proposes to hold ordinary general meetings, in accordance with clause 26.1.
- 27.4 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 24.3
- 27.5 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.

28. Quorum for General Meetings

- 28.1 No item of business is to be transacted at any general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 28.2 Five per cent (one twentieth) of members, but not less than 10 members, (being members entitled under this constitution to vote at a general meeting) present at a general meeting constitute a quorum for the transaction of the business of the general meeting.
- 28.3 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.
- 28.4 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 10), are to constitute a quorum.

29. Adjournment of a General Meeting

- 29.1 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.
- 29.2 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 Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 29.3 Except as provided in clauses 29.1 and 29.2, 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.

30. Resolutions

- 30.1 A special resolution is required to:
- (a) change the name of the Society;
 - (b) change the objects of the Society;
 - (c) amend the constitution of the Society;
 - (d) amalgamate with another registered association;
 - (e) apply to transfer incorporation;
 - (f) voluntarily wind up the Society and distribute property and other assets;
- or
- (g) resolve any matter that the Management Committee determines to be of sufficient importance or significance to require substantial support by members of the Society.
- 30.2 A special resolution may only be passed by the Society in accordance with section 39 of the Act if it is supported by at least three quarters of the votes cast by members of the Society who, under the Society's constitution, are entitled to vote on the proposed resolution.
- may be passed by the Society at a general meeting of the Society if it is supported by more than half the votes cast by members of the Society who, under the Society's constitution, are entitled to vote on the proposed resolution.

31. Procedures for Making Decisions

- 31.1 A question arising at a general meeting of the Society is to be determined by either:
- (a) a show of hands, or
 - (b) a written ballot, if so determined by the chairperson or if five or more members present at the meeting request that the question should be determined by a written ballot.
- 31.2 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, and an entry to that effect in the minute book of the Society is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.3 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.
- 31.4 On any question arising at a general meeting of the Society a member has one vote only.
- 31.5 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.
- 31.6 A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.
- 31.7 Proxy voting must not be undertaken at or in respect of a general meeting.
- 31.8 The Society may hold a postal or electronic ballot to determine any issue or proposal.
- 31.9 Any postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

32. Insurance

- 32.1 The Society must, unless determined otherwise by a special resolution of the Society, effect and maintain public liability insurance and insurance of its assets.
- 32.2 The Management Committee must, from time to time, assess the risks applicable to the activities of the Society and determine other types of insurance and the level of cover that should be obtained.

33. Funds

- 33.1 The funds of the Society are to be derived from joining fees and annual subscriptions of members, donations, grants and such other sources as the Management Committee determines, unless subject to any resolution of the Society in general meeting,
- 33.2 All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- 33.3 The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 33.4 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the Management Committee determines, and no portion shall be paid or distributed directly or indirectly to any member of the Society except as bona fide reimbursement of expenses incurred on behalf of the Society.
- 33.5 All cheques and other negotiable instruments must be signed by any two members of the Management Committee or employees of the Society, being members or employees authorised to do so by the Management Committee.
- 33.6 The Society may authorise the issue of a Debit or Credit card to a member of the Management Committee for use in transactions for the Society, subject to conditions imposed by the Management Committee.

34. Records of the Society

- 34.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales at the main premises of the association, in the custody of the public officer or a member of the association (as the Management Committee determines)
- 34.2 The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
- (a) records, books and other financial documents of the Society;
 - (b) this constitution;
 - (c) the register of members;

- (d) minutes of all Management Committee meetings and general meetings of the Society.
- 34.3 A member of the Society may obtain a copy of any of the documents referred to in clause 34.2 on payment of a fee of not more than \$1 for each page copied.
- 34.4 Despite clauses 34.2 and 34.3 the Management Committee may refuse to permit a member of the Society to inspect or obtain a copy of the records of the Society that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interest of the Society.

35 Service of Notices

- 35.1 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, e-mail, or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 35.2 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, e-mail, 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.

36. Financial Year

- 36.1 The financial year of the Society is:
 - (a) the period of time commencing on the date of incorporation of the Society and ending on the following 31st March, and
 - (b) each period of 12 months after the expiration of the previous financial year of the Society commencing on 1st April and ending on the following 31st March.

37. Ownership of Products and Project Material

- 37.1 The Society shall retain ownership and copyright of any products or project material produced by the Society or by members of the Society on its behalf.

38. Patrons of the Society

- 38.1 The Management Committee, on behalf of the Society, may invite one or more persons to become a Patron of the Society for such period of time as the Management Committee may determine.

39. Dissolution of the Society

- 39.1 The Society may be dissolved voluntarily by special resolution of a special general meeting convened for that purpose.
- 39.2 If, upon dissolution of the Society and after satisfaction of all debts, liabilities and return of personal property any assets remain, they shall, by special resolution, be transferred to one or more non-profit associations with similar objects to the Society and rules that prohibit distribution of its assets to its members or other individuals.
- 39.3 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.

40. Amendments to this Constitution

- 40.1 The constitution, or any part thereof, may only be altered by a special resolution of the Society at a special general meeting or Annual General Meeting of the Society.
- 40.2 An application to the Director-General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Management Committee member nominated by the Management Committee.
- 40.3 Any decision or action taken by the Society, Management Committee or member of the Society under the previous constitution, or rules, of the Society while current, is deemed to be properly taken under this constitution and any office bearer or ordinary Management Committee member properly appointed under the previous constitution, or rules, while current, will be deemed to be properly appointed under this constitution.