



CONSTITUTION
OF
MYALL COAST RADIO
INCORPORATED



OBJECTIVES OF THE ASSOCIATION

- To promote a high standard of efficiency and professional conduct among the members of the Association and the presenters engaged for the radio station.
- To raise funds by various means such as sponsorships and all other recognised and legal forms of fundraising.
- To operate the association as a not for profit community association and to undertake all measures necessary to provide a radio broadcasting service to encourage, enable and facilitate communication within the community by operating and developing community media activities serving Hawks Nest, Tea Gardens and surrounding area.
- To enable and facilitate communication within the community by broadcasting programs dealing with local issues, events, culture and activities.
- To promote the work of Australian musicians and performers and regularly play new material and music of upcoming Australian bands and performers or those not recorded or distributed by major record companies and provide broadcasting and recording facilities to encourage Australian music talent.
- To exceed always the minimum Australian content provisions outlined in the Community Broadcasting Codes of Practice.
- To provide the opportunity for community groups, organisations and individuals to be involved in the production and presentation of original programs.
- To become a “town crier” of cultural and community information by compiling community resource data and information with respect to local activities, events and developments affecting the community,
- To promote and encourage innovative and experimental uses of radio.
- To teach, train, instruct, prepare and assist members to produce material for transmission and to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production.
- To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting, Australian and alternative music, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter or programming guide.



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Part 1 PRELIMINARY

1 Definitions

“**The Act**” means the Associations Incorporations Act 2009.

“**The Regulations**” means the Association Incorporations Regulations 2016.

(1) In this Constitution:

‘**Ordinary committee member**’ means a member of the committee who is not an office-bearer of the Association.

‘**Annual General Meeting**’ shall be the meeting held in accordance with clause 28.

‘**Association**’ means Myall River Radio Incorporated its successors and assigns.

‘**By-laws**’ means the by-laws of the Association for the time being in force.

‘**Committee**’ shall mean the Committee as elected in accordance with Clause 16 or 17

‘**Elected Position**’ means any position or office in the Association other than that of an office bearer or of an ordinary member of the Committee.

‘**Ordinary Member**’ means a member of the Association who is not an office bearer of the Association, as referred to in clause 15.

‘**Life Member**’ means a member of the Association who is elected as a life member in accordance with the Rules of the Association from time to time.

‘**Rules**’ means the rules, policies and procedures of the Association for the time being in force.

‘**Secretary**’ means:

- (i) the person holding office under these rules as secretary of the Association; or
- (ii) where no such person holds that office - the public officer of the Association.

‘**Special General Meeting**’ means a general meeting of the Association other than an annual general meeting.

‘**Special Resolution**’ means a resolution of the Association if it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these rules to do so, and in accordance with Section 39 of the Act.

‘**Surplus Property**’ means surplus property of the Association as defined in Section 65 of the Act.

(2) In this Constitution:

(a) **a reference to a function** includes a reference to a power, authority and duty, and

(b) **a reference to the exercise of a function** includes, if the function is a duty, a reference to the performance of the duty.

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

Part 2 MEMBERSHIP

2 Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) The person is a natural person, and
 - (b) The person has applied and been approved for membership of the association in accordance with Clause 3
 - (c) The person has not been expelled as a member of the association at any time after incorporation of the association under the Act;
- (2) A person is taken to be a member of the Association if:
 - (a) The person is a natural person.
- (3) The person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.
- (4) Myall Coast Radio Inc. has the following types of membership:
 - (a) *Associate Member*. Has no voting rights but is keen to be a part of the station community.
 - (b) *Full Member*. Has voting rights after 3 months of being financial.
 - (c) *Support Member*. Must be a member in accordance with subclause 2(4)(b) but provides admin, tech or other ongoing support to day-to-day tasks at the station. Must have signed a current Volunteer's Agreement before being approved to conduct activities.
 - (d) *Presenter*. Must be a member in accordance with subclause 2(4)(b) but provides presenting as either a regular or fill in for on air programs. Must have signed a current Presenter's Agreement before being approved to conduct activities.
 - (e) *Life Member*. Must be a member in accordance with subclause 2(4)(b) and is awarded the status in accordance with clause 13.
 - (f) *Patron*. Is awarded the status in accordance with clause 13.

3 Application for Membership

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the Committee and shall be proposed and seconded by current members in accordance with clause 2(3), and
 - (b) must be lodged (including by electronic means, if the Committee so determines with the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- (3) The Committee will review every application for membership and decide whether such application is to be accepted. The Committee shall have absolute discretion in determining whether or not to accept an application by any prospective member and will not be obliged to give any reasons for its decisions. Within two weeks after the Committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the Committee approved or rejected the membership application, and
 - (b) If the Committee approved the membership application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under clause 8 of this Constitution.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause 3(3)(b), within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- (5) Where the committee resolves –
To approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification, the sum payable under these rules, in accordance with Clause 8(1), as membership fee.
- (6) To reject an application for membership, the applicant shall have the right of reply and appeal under rule 12(1). Where the applicant exercises the right of reply the resolution of the committee is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 12(1), confirms the resolution in accordance with this rule.
- (7) Where the committee resolves –
 - (a) To approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification, the sum payable under these rules, in accordance with Clause 8(1), as membership fee.
 - (b) To reject an application for membership, the applicant shall have the right of reply and appeal under rule 12(1). Where the applicant exercises the right of reply the resolution of the committee is of no effect unless the committee, at a meeting held not earlier than 14 days and

not later than 28 days after the service on the applicant of a notice under clause 12(1), confirms the resolution in accordance with this rule.

- (8) The secretary must, on payment by the applicant of the amounts referred to in subclause (3)(a), within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a current member of the Association.
- (9) The secretary shall -
 - (c) on payment by the applicant of the amounts referred to in clause 8(1) within the period referred to in subclause 3(3)(a); or
 - (b) upon resolution of the committee to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

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
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership Entitlements not transferrable

A right, privilege or obligation which a person has by reason of being a member of the association:

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

6 Resignation of Membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice within 14 days of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of Members

- (1) The secretary of the Association must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name, email and address of each person who is a member of the association together with the date on which the person became a member.

- (2) The Register of Members must be kept in New South Wales at the principal place of administration of the association and must be open for inspection on receiving a written request by a member, free of charge, by any member of the association at any reasonable hour.
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) If the Register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members, a reference to a current hard copy of the Register of members.
- (6) A member of the association may not remove, copy or photograph any part of the register of members at the inspection.
- (7) The register of member is not to be given, posted or electronically forwarded to any person, except to those persons authorised by the committee.

8 Fees and Subscriptions

- (1) A member of the association must pay to the association an annual membership fee of \$1.00 or, if some other amount is determined by the committee, that other amount.
- (2) Membership falls due on 1st July in each calendar year, or in the case of a new member, on the date of becoming a member and are valid until 30th June of the succeeding year.

9 Members' Liabilities

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

10 Resolution of grievances and disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred in the first instance to a sub-Committee to be formed by the committee referred to as the Grievance Sub-Committee of the Association. This Sub-Committee is to attempt to resolve the issue and present options to the committee for resolution

and is to be handled according to the constitution and Code 6 of the Community Broadcasting Codes of Practice.

- (2) If a dispute is not resolved within three months, then the dispute is to be referred to a Community Justice Centre for mediation under the Community Justices Centre Act 1983.

11 Disciplining of Members

- (1) Where a complaint is made to the Committee by any person or where the Committee is of the opinion that a member of the Association:
- (a) has acted in a manner determined by the Committee to be prejudicial or detrimental to the interests of the Association, or
 - (b) has acted in a manner that the Committee determines may bring, or has brought the Association into disrepute, or
 - (c) has breached a provision or provisions of any of:
 - (i) the rules of the Association or this Constitution; or
 - (ii) the Broadcasting Services Act 1992; or
 - (iii) any agreement entered into between a member as presenter and to the Association; or
 - (iv) any agreement entered into between the Association and a member as a volunteer; or
 - (v) the Community Radio Broadcasting Codes of Practice; or
 - (vi) any policies or procedures published by the Association from time to time; or
 - (vii) has refused or neglected to comply with a provision or provisions of any of the following: this Constitution, The Act, the Regulations, the Presenter Agreement, the Volunteer Agreement; the Community Radio Broadcasting Codes of Practice or any other Policies or Procedure documents relating to the conduct of the affairs of the Association.
 - (d) The Committee may, by resolution:
 - (i) expel the member from the Association, or
 - (ii) suspend the member from membership of the Association for a specified period.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (a) A resolution of the Committee under clause 11(1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 11(3)(b), confirms the resolution in accordance with this rule.
 - (b) Where the Committee passes a resolution under clause 11(1), the secretary shall, within 14 days, cause a notice in writing to be served on the member:
 - (i) setting out the resolution of the Committee and the grounds on which it is based; and

- (ii) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- (ii) stating an agreed date, place and time of that meeting; and
- (iv) informing the member that the member may do either or both of the following:
 - (a) attend and speak at that meeting, and/or
 - (b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (c) at a meeting of the Committee held as referred to in clause 11(1), the Committee shall:
 - i. give to the member an opportunity to make oral representations, and
 - ii. give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting, and
 - iii. by resolution determine whether to confirm or to revoke the resolution.
- (d) Where the Committee confirms a resolution under clause 11(3)(c), the secretary shall, within (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 12.
- (e) A resolution confirmed by the Committee under clause 11(3)(d) does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period, or
 - (ii) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 12.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in a general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

13 Patrons and Life Members

- (1) The Association may in a General Meeting by majority of two-thirds of those present and voting confer on any person the title of patron provided that the number of patrons at any time shall not exceed five (5) in number.
- (2) The Association may in a General Meeting by Special Resolution confer on any person subject to his or her consent being had and obtained the title of Life Member for meritorious service rendered to the Association or to the former Association and upon such appointment of his or her name shall be entered in the Register of Members.
- (3) The number of life members shall not be limited.
- (4) No person shall become a Life Member unless he or she shall first be nominated and commended therefore by the Committee. Members may nominate a person for consideration by the Committee
- (5) A Patron or Life Member shall be permitted to attend any General Meeting of the Association and address such meeting, join in discussions and shall be entitled to vote.

PART 3 THE COMMITTEE

14 Powers of the Committee

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

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association; and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association; and
- (d) may make such by-laws not inconsistent with these clauses as in the opinion of the Committee are necessary or desirable for the proper control, administration and management of the Association's finances, affairs, interests, property and activities

15 Composition and membership of committee

The committee is to consist of:

- (a) the office-bearers of the association, and
 - (b) at least 5 ordinary members each of whom is to be elected at the annual general meeting of the association under clause 16
 - (c) The total number of committee members is to be 9
- (2) The office bearers of the Association are as follows:
- (a) The President
 - (b) The Vice President
 - (c) The Treasurer
 - (d) The Secretary

- (3) A committee member may hold up to 2 offices (other than both the offices of President and Vice President)
- (4) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (5) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these clauses, until the annual general meeting next following the date of the appointment.

16 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (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 of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) If no nomination is made for a vacancy, then nominations are to be called at the General Meeting and voted on as required.
- (7) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (8) A person nominated as a candidate for election as an office bearer or as an ordinary committee member of the association must be a member of the association.

17 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary lodge notice with the association of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
 - (a) All appointments of office-bearers and members of the committee;
 - (b) The names of members of the committee present at a committee meeting or a general meeting; and
 - (c) All proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) It is the duty of the secretary to submit all forms, returns, and information as required by statutory authorities

18 Treasurer

It is the duty of the Treasurer of the association to ensure:

- (a) That all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the Association, and
- (c) That all forms, returns, and information as required are submitted to statutory authorities.

19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (d) resigns office by notice in writing given to the secretary; or
 - (e) is removed from office under rule 20; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
 - (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.

20 Removal of Committee Members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by

resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the committee to whom a proposed resolution referred to in clause 20(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21 Committee Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or 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.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the 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.

22 Appointment of Association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Association as committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

23 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

24 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (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.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
Subject to rule 21 (5), the committee may act despite any vacancy on the committee.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee 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 subcommittee.

PART 4 GENERAL MEETINGS

26 Annual general meetings – holding of

- (1) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (2) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

27 Annual general meeting - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary, members of the committee;
 - (d) to receive and consider any financial or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28 Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting; and
 - (b) Must be signed by the members making the requisition; and
 - (c) Must be lodged with the secretary; and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after 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.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purpose of subclause 3:
 - (a) A requisition may be in electronic form, and
 - (b) A signature may be transmitted, and a requisition may be lodged, be electronic means.

29 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 29(1) specifying, in addition to the matter required under clause 27(2), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24 (2).

- (4) Any member may seek to place an item of business or resolution before a general meeting. Any member who wishes to place a motion before an Annual General Meeting, must, at least fourteen (14) days before the next Annual General Meeting, give the secretary written notice of the items of business or resolution to be put to the General Meeting.

30 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members of the association present in person (being members entitled under these rules to Vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) Is to be dissolved, and
 - (b) is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members –given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 4) is to constitute a quorum.

31 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses 32(1) and 32(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.

33 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or if the meeting is one to which clause xx applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5% or more members present at the meeting decide that the question should be determined by a written secret ballot, then a written secret ballot shall be held.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause 33(2) applies to a method determined by the Committee under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34 Special resolutions

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

- (1) A resolution is passed by an association as a **special resolution**:
 - (a) at a General Meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the association, or
 - (c) in an electronic ballot conducted by the association.if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subclause (1)(a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subclause (1)(b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot, and if conducted, must be conducted in accordance with the regulations.

35 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.

- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age

36 Proxy votes not permitted

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

37 Postal or electronic ballots

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

38 Use of technology at general meetings

- (1) A General Meeting may be held at 2 or more venues using any technology, if approved by the Committee, it will give each of the Association's members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 MISCELLANEOUS

39 Insurance

The association must affect and maintain insurance sufficient to protect the Association, its Office Bearers and committee, members and all assets.

40 Funds - Source

The funds of the association are to be derived from membership fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

- (1) 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.

- (2) The association must, as soon as practicable after receiving any money, issue an appropriate receipt, if requested.

41 Funds - Management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

42 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

43 Distribution of property on winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

44 Change of Name, objects and constitution

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

45 Custody of books, etc

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

- (a) at the main premises of the Association, in the custody of the secretary, or 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.

46 Inspection of books

- (1) Upon a request in writing to the Association, and with at least five (5) business days' notice from the receipt of the request, the following documents must be open, free of charge, for inspection by a member of the Association at the Association's administration offices:
 - (a) this Constitution, and
 - (b) financial records of the Association, and
 - (c) minutes of all committee meetings and General Meetings of the Association, and
 - (d) general records.
- (2) The inspection is to take place during business hours at a time convenient to both the member and the Association and may be supervised by the President or Secretary.
- (3) The records are not to be removed from the administration offices of the Association and are not to be copied or photographed nor forwarded electronically to others.
- (4) Despite subclause 46(1), the committee may refuse to permit a member of the Association to inspect 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.

47 Services of notices

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

48 Financial Year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.