

Sydney Malayalee Association Inc.

Proposed Constitution

As approved by the Special General Meeting (SGM) on 16th November 2019

PREAMBLE

Whereas it has been deemed expedient and necessary by the Executive Committee of the Sydney Malayalee Association in New South Wales to have a constitution for the functioning of the Sydney Malayalee Association, it was framed and submitted to Annual General Meeting held on the 11th day of July 2009.

And whereas the Executive Committee deemed it to be advisable to rewrite this Constitution to update it in view of the growth and developments and accordingly constituted the sub-committee to study and submit its recommendations for this purpose, and whereas the said committee after study and detailed deliberations had submitted its recommendations to the Special General Meeting held on 16th November 2019.

Therefore, the SGM in its meeting on the 16th November 2019, after duly considering the recommendations of the above committee and all other relevant issues, has decided to form the constitution of the Sydney Malayalee Association to read it as under.

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Part 1 Preliminary

1.1 Definitions

Sydney Malayalee Association Inc (Association) is established to be a non-profit, non-political, non-religious charity whose purpose is to provide support and welfare to members of the Malayalee community of New South Wales through community support, culture and language programs.

1 In this constitution:

Executive committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

Special General Meeting (SGM) means a general meeting of the association other than an Annual General Meeting (AGM).

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

Part 2 Objectives

- 2.1 The **objectives** of the association includes, but not limited to, the following:
- a. *give assistance and support to any persons of Malayalee ethnicity and their dependents in Australia and overseas in want of help and to any benevolent associations in Australia having a purpose substantially similar to the Association and in all cases found worthy to receive assistance and support*
 - b. *support educational advancement including an ethnic spirit, culture and traditions among the Malayalee community in Australia & Internationally.*
 - c. *be a source of information and advice for those of Malayalee ethnicity in New South Wales*
 - d. *co-operate with other benevolent associations in Australia*

Part 3 Membership

3.1 Membership *shall consist of Life-membership only*

- (1) A person is eligible to be a life 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 rule 3.2 and
 - (c) who has been approved for membership of the association by the executive committee of the association.

3.2 Application for membership

1. The application must be made in the form and manner together with the payment as prescribed at the time by the Executive Committee.
2. The Executive Committee shall have the power to decide on the application as to whether accept it or reject it. The decision shall be communicated to the applicant.

3.3 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

3.4 Membership entitlements not transferable

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

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

3.5 Resignation of membership

1. A member of the association may resign from membership of the association by giving a written notice to the secretary.
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 / public officer must make an appropriate entry in the register of life members recording the date on which the member ceased to be a life member.

3.6 Register of members

- (1) The secretary / public officer of the association must establish and maintain a register of life members of the association specifying the name and address of each person who is a life member of the association together with the date on which the person became a life member.
- (2) The register of life members must be kept at the principal place of administration or if the association has no premises from where it operates, at a place determined by the executive committee
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) 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.
- (5) 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.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

3.7 Fees and subscriptions

1. A person shall pay a non-refundable payment of \$150 for single membership and \$250 for family (spouse/partner) membership along with application to become a life member
2. The life membership can be made in full or within 3 months from the date of application.
3. If the full payment is not made within the stipulated time frame as in subclause (2) the payment made will be forfeited.

3.8 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 rule 3.7

3.9 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

3.10 Disciplining of members

- (1) A complaint may be made to the executive committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) On receiving such a complaint, the executive committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The executive committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (5) If the executive committee expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the executive committee for having taken that action and of the member's right of appeal under rule 3.11
- (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 association confirms the resolution under rule 3.11, whichever is the later.

3.11 Right of appeal of disciplined member

- (1) A member may appeal to the association in SGM against a resolution of the committee under rule 3.10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the executive committee, which is to convene a SGM of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At the SGM of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the executive committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 The committee

4.1 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- a. is to control and manage the affairs of the association, and
- b. may exercise all 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. Establish code of conduct for the Executive Committee to conduct activities of the association within the objectives of the association as in Part 1 and
- e. Collective responsibility in its obligations, responsibilities and duties to the association, members and community and
- f. Nominate from the executive committee members or from the membership of the association, to the roles of Public Officer, Community liaison & Communications Officer, Internal Auditor and Web Administrator and establish appropriate terms of reference for these roles and
- g. Establish subcommittees as required and allocate funds for their efficient functioning and
- h. Establish processes and criteria for managing activities, including financial and other support to community, day to day operations and associated expenditure and
- i. Decide on membership benefits from time to time and
- j. Establish by-laws from time to time to ensure operational efficiency of the Association. The by-laws will have effect of it as being approved by the members of the association. The by-laws shall require to be approved by the members of the Association within six months of the by-law taking into effect failure of which shall nullify the relevant by-law. However all action taken based on the by-law till the annulment shall have full validity for all purposes and
- k. may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a meeting of members of the association, and
- l. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

4.2 Composition and membership of Executive committee

The constitutional structure of Sydney Malayalee Association is as follows:

1. The Sydney Malayalee Association is an organisation consisting of membership as constituted under Part 3, Membership
2. The executive committee is to consist of:
 - (a) the office-bearers of the association, and

(b) at least 3 Executive committee members,
each of whom is to be elected at the annual general meeting of the
association under rule 4.4.

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

3. The total number of committee members is to be 11.
4. The office-bearers of the association are as follows:
 - a. the president,
 - b. the vice-president,
 - c. the treasurer,
 - d. the Joint treasurer
 - e. the secretary and
 - f. the Joint secretary
5. The elected executive committee members term of appointment will be two years or until the election of the new executive committee within the mandatory time frame whichever is earlier.
6. The Executive committee members are eligible for re-election but not more than three (3) consecutive terms.
7. The office bearers - the president, the vice president, the secretary, the joint secretary and the treasurer, the joint treasurer – are eligible for re-election but not more than two consecutive terms.
8. Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the member's election and is eligible for re-election.

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

4.3 Code of Conduct for Members of the Executive committee including office bearers

1. While any scheduled meeting of the Executive committee is in progress, any member of the committee shall be heard in silence when he or she speaks, with the permission of the chair.
2. All the members of the Executive Committee including the office bearers shall abide by the majority/unanimous decisions taken by the Committee on any matter. However, if any member of the committee disagrees with the majority decision of the committee on a particular matter, he or she may request her or his note of dissent to be recorded in the minutes of the meeting wherein such decision is made.
3. When a formal request in writing about any matter from any person or body of persons, including members, is received by any of the office bearers, the same shall be communicated to the members of the Executive committee in writing (via email) and shall be resolved by a meeting of the committee. If the matter requires immediate attention and a physical meeting is practically

not feasible, such matter can be resolved by a telephone conference or via email circulation.

4. Any member of the Executive committee including the office bearers shall not disown or criticise in any public forum or media outlet, any decisions taken by the committee on any matter. This rule also applies to a person who ceases to be a member of the committee at the expiry of his term of office, with regard to any decisions taken by the committee of which he or she was a member. Every member of the committee has the obligation to maintain confidentiality about the decisions taken by the committee.
5. Posting of any official material regarding SYDMAL in any Social media including Face Book shall be done only by the Secretary or nominated person in consultation with the Executive committee.
6. The Executive Committee reserves the right to take appropriate disciplinary action against any member of the Executive committee, if the committee is satisfied that he or she has breached or violated any of the rules contained in this Code of Conduct or in the Constitution.
7. All Executive Committee members including Office-bearers should sign a declaration indemnifying them against any potential conflict of interest that may occur and give an assurance that they will declare all conflicts of interest in the due course of their tenure.
8. All Executive Committee members should take reasonable steps to avoid conflicts of interest and in situations suspected of a conflict, disclose the same to the executive committee for it to consider and make a decision. If it pertains to an executive committee member, that member should be left out of the deliberations of the rest of the committee members making a decision.
9. Executive committee members shall not make unfounded complaints with malicious, frivolous or vexatious intent against any office bearer, executive committee member or a general member of SYDMAL or its associates.
10. In cases of email communications within the executive committee where a response is requested by the sender, and response is not received within the stipulated time it will be considered as an unconditional agreement to the proposal.

4.4 Election of committee members

1. Nominations of candidates for election as office-bearers of the association or as Executive committee members:
 - a. The candidate for the position should be a member of the association at least 12 months prior to the Annual General Meeting (AGM) of the association and
 - b. 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
 - c. must be delivered to the secretary of the association at least 14 calendar days before the date fixed for the holding of the AGM at which the election is to take place.
 - d. The candidate for the position in Executive committee (including Office-bearers) should not hold any positions in an association operating under similar governance as Sydney Malayalee Association including objectives and activities

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. The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
7. Updated members' list to be published 14 days before the date of notification of election. Disputes (if any) should be given in writing to secretary of the association within 10 days.
8. Election for positions of office bearers and the five Executive members of the association will be held at the AGM of the election year. Office bearers include the following positions
 - a. President
 - b. Vice –President
 - c. Secretary
 - d. Joint Secretary
 - e. Treasurer
 - f. Joint Treasurer
 - g. Appointment/removal of Public Officer will be by Executive Committee.
9. If the executive committee endorses an office bearer to take up a position in another organisation (eg. United Indian Associations), the office bearer shall be considered to have vacated the position and be nominated as an executive Committee member. The executive committee shall nominate another member from the executive committee to fill the vacancy. If an executive committee member is unavailable to take up the vacated position, the executive committee shall fill the position by nominating another member of the Association. In this case, the Association shall be entitled to increase by this addition to the total number of the executive committee.

4.5 President

1. Chair the executive meetings and general body meetings
2. Formulate the terms of reference of the executive committee and lead its implementation
3. Establish the internal audit process in consultation with the executive committee and guide the internal auditor's work

4.6 Vice President

1. Act as President in the absence of President or when required by the President and/or executive committee
2. Perform roles as delegated by the executive committee

4.7 Secretary

1. The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
2. It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (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 sent to all committee members within a reasonable time frame.
4. All official communication to and from Association should go through Secretary
5. Manage and/or delegate an Executive committee member to manage Social media for the Association

4.8 Joint Secretary

1. The joint secretary must act as secretary in his/her's absence
2. Joint secretary must keep minutes of all proceedings at committee meetings
3. Joint secretary to fulfil/carry out any reasonable directions from secretary as may be required from time to time

4.9 Treasurer

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

1. that all money due to the association is collected and received and that all payments authorised by the association and/or by the delegates of the executive committee are made, and
2. 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.

4.10 Joint Treasurer

It is the duty of the Joint Treasurer

1. to act as treasurer in his/hers absence.
2. to assist Treasurer in ensuring that all money due to the association is collected and received and that all payments authorised by the association and/or by the delegates of the executive committee are made, and

3. that correct books and accounts are kept showing the financial affairs of the association.
4. to fulfill/carry out any reasonable directions from treasurer as may be required from time to time.

4.11 Public Officer

The Public Officer is responsible for lodging an Annual Statement each year and informing Fair Trading if:

1. there's a change of Public Officer or a change of registered address
2. there's a change of name
3. the association becomes a trustee
4. the association is winding up

4.12 Casual vacancies

For the purpose of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

1. dies, or
2. ceases to be a member of the association, or
3. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
4. resigns office by notice in writing given to the secretary, or
5. is removed from office under rule 4.13, or
6. becomes a mentally incapacitated person, or
7. as per Rule 4.13, or
8. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies under rule 4.4.3

4.13 Removal of Executive 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 subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
3. The Executive Committee membership, including the office bearer position, shall be deemed to have vacated in the following circumstances:
 - (a) If the member absents is absent without the consent of the committee from all the meetings of the committee held during a period of 6 months consecutively without informing the Executive Committee and without a providing valid reason/s for the absence

- (b) If the member conducts in a manner inconsistent with the objectives of the constitution and/or the collective decision of the Executive Committee
- 4. The Executive Committee shall minute the vacation of the member and inform the member that his/her name is removed from the Executive Committee and that the position is considered to be “casual vacancy”

4.14 Committee meetings and quorum

1. The committee must meet at least 3 times in each period of 12 months at the place and time that 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 any other period that 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 subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
5. Any 5 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

4.15 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.

4.16 Delegation by committee to sub-committee

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.
2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
4. Despite any delegation under this clause, the 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 clause 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 clause.
7. A sub-committee may meet and adjourn as it thinks proper.

4.17 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 executive committee or sub-committee present at the meeting.
2. Each member present at a meeting of the executive committee or of any sub-committee appointed by the executive 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.
3. Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the executive committee or sub-committee.

Part 5 General meetings

5.1 Annual general meetings - holding of

1. 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.
2. The association must hold its annual general meetings:
 - 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
 - c) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
3. Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act

5.2 Annual general meetings - calling of and business at

1. The annual general meeting of the association is, subject to the Act and to rule 5.1, to be convened on the date and at the place and time that 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 committee members,
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
3. An annual general meeting must be specified as that type of meeting in the notice convening it.

5.3 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 of at least 5% of the total number of members, convene a special general meeting of the association.
3. A requisition of members for a special general meeting:
 - a) must be in writing, and
 - b) must state the purpose or purposes of the meeting, and
 - c) must be signed by the members making the requisition, and

- d) must be lodged with the secretary, and
 - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
 5. A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
 6. For the purposes of subclause (3):
 - a) a requisition may be in electronic form, and
 - b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

5.4 Notice

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 5.2
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5.5 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. Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members—is to be dissolved, and
 - b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

5.6 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.

5.7 Adjournment

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
3. Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

5.8 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 rule 5.10 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 ballot—a written ballot.
2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
3. Subclause (2) applies to a method determined by the 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.

5.9 Special resolutions

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

5.10 Voting

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

5.11 Proxy votes

Proxy voting shall be undertaken at or in respect of a general meeting.

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

5.12 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the stipulated form.

Part 6 Miscellaneous

6.1 Insurance

The association may effect and maintain insurance.

6.2 Funds - source

1. The funds of the association are to be derived from entrance fees and life memberships, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.3 Funds - management

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

6.4 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.

6.5 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.

6.6 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.

6.7 Custody of books etc

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

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

6.8 Inspection of books etc

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - a) records, books and other financial documents of the association,
 - b) this constitution,
 - c) minutes of all committee meetings and general meetings of the association.
2. Despite subclause (1), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

6.9 Service of notices

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

6.10 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.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

