

# Australiana Society Incorporated Constitution 2020

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# Part 1 Preliminary

## 1 Definitions

(1) In these rules:

**Australiana** means objects relating to Australia and its history and culture.

**Board** means the Board of the Australiana Society Incorporated.

**Committee** is any committee authorised by the Board.

**Member** means an individual member of the Society or in the case of two persons who share a dual membership of the Society those two persons. One vote applies per dual membership.

**Office Bearer** means a Director of the Board who is an office-bearer.

**Ordinary Director** means a member of the Board who is not an office-bearer.

**Person** includes a corporation.

**Secretary** means

- (a) the person holding office under this constitution as Secretary, or
- (b) if no such person holds that office – the public officer of the Society.

**Society** means the Australiana Society Incorporated. The Society is an incorporated association under the Act.

**Special general meeting** means a general meeting of the Society other than an Annual General Meeting.

**Special resolution** means a special resolution under Sec 39 of the Act requiring 75% majority of members present and eligible to vote.

**the Act** means the *Associations Incorporation Act 2009 (NSW)*.

**the Regulation** means the *Associations Incorporation Regulation 2016 (NSW)*.

(2) In these Rules:

- (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 (NSW)* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## 2

### **Objectives**

- (1) Encourage the appreciation, preservation, research, publication and collecting of Australiana by private individuals, corporations and public institutions, and facilitate forums within which that may occur
- (2) Undertake Australiana research, produce publications such as the '*Australiana*' journal and arrange exhibitions and other events relating to Australiana
- (3) Encourage, sponsor and assist research into publications and exhibitions of Australiana
- (4) Educate the public through all forms of communication on the historical, aesthetic, social, cultural and scientific importance of Australiana
- (5) Provide support to museums, libraries and educational establishments with their publications, exhibitions, research and educational activities relating to Australiana.

## **Part 2 Membership**

### 3

#### **Membership qualifications**

- (1) A person is eligible to be a member of the Society if:
  - (a) the person is a natural person, or corporation and
  - (b) the person has applied and been approved for membership of the Society in accordance with clause 4.

### 4

#### **Application for membership**

- (1) An application of a person for membership of the Society:
  - (a) must be made in writing (including by email or other electronic means) in the form decided by the Board from time to time, and
  - (b) must be lodged (including by electronic means) with the Secretary of the Society.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
  - (a) notify the applicant, in writing (including by email or other electronic means), that the Board approved or rejected the application (whichever is applicable), and
  - (b) if the Board approved the application, then in the case where the applicant has not already paid the membership amount, request the applicant to pay (within 28 days after receipt by the applicant of the notification) the membership amount payable.

- (4) The Secretary must, on payment by the applicant of the amounts referred to in paragraph (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 Society.

## **5 Cessation of membership**

A person ceases to be a member of the Society if the person:

- (a) dies, or in the case of a corporation becomes an insolvent under administration within the meaning of the Corporations Law, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual membership fee under subclause 10(2) within three months after the fee is due.

## **6 Membership entitlements not transferable**

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

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

## **7 Resignation of membership**

- (1) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary may make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8 Register of members**

- (1) The Secretary of the Society must establish and maintain a register of members (whether in written or electronic form) of the Society specifying the name and postal, residential or email address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.

- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) 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.

## 9

### **Honorary Life Membership**

- 1) Honorary Life Membership may be awarded to any member who has demonstrated outstanding meritorious service to the Society.
- 2) Process for consideration of Honorary Life Membership:
  - (a) the member will be nominated in writing to the Secretary in a manner determined by the Board at least two months prior to a General Meeting by a minimum of two members;
  - (b) the nomination will be considered by the Board at its next meeting and if determined to meet the requirements of outstanding meritorious service be recommended by the Board to the members, with every effort being made to ensure confidentiality of the nomination until the Board has made its decision;
  - (c) notice of the nomination will be included in the Agenda for the next General Meeting;
  - (d) the nomination will be accepted and the member will become an Honorary Life Member based on an affirmative vote of 75% of eligible members present at the General Meeting.
- 3) Upon a member being approved as an Honorary Life Member the Secretary must enter or cause to be entered in the register of members of the Society that person as an Honorary Life Member. Honorary Life Members have the same rights as members under this Constitution however are not required to pay the annual membership fee.

## 10 Fees and subscriptions

- (1) The Board may establish different categories of membership and may set membership rates from time to time for each category to take effect from 1 July next following such determination.
- (2) A member of the Society must pay to the Society an annual membership fee or in the case of membership for life the amount payable for such membership determined by the Board:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the Society in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the Society in any calendar year – on becoming a member and before the first day of the financial year of the Society in each succeeding calendar year.

## 11 Members' liabilities

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 10.

## 12 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Society, and disputes between members and the Society, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010 (NSW)* applies to a dispute referred to arbitration.

## 13 Disciplining of members

- (1) A complaint may be made to the Board by any person that is a member of the Society:
  - (a) has refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (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 Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 14.
- (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 Society confirms the resolution under clause 13,
- whichever is the later.

## 14

### **Right of appeal of disciplined member**

- (1) A member may appeal to the Society in general meeting against a resolution of the Board under clause 13, 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 Board which is to convene a general meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Society convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board 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 Society.

## Part 3 The Board

### 15 Powers of the Board

The Board subject to the Act, the Regulations and this Constitution (Rules) and to any resolution passed by the Society in general meeting and:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise pursuant to the Act all such powers and functions as may be exercised by the Society, other than those functions that are required under the Act or these Rules to be exercised by the Society in a general meeting of members of the Society, and
- (c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Society.

### 16 Composition and membership

- (1) The Board is to consist of:
  - (a) the office-bearers of the Society, and
  - (b) up to eight ordinary Directors who are residents of each of the nominated State or Territory Committees outlined in subclause 16(3)

each of whom is to be elected at the Annual General Meeting of the Society under clause 17.

The total number of Board members is to be up to 12.

- (2) The office-bearers of the Board are to be:
  - (a) the President
  - (b) the Vice President
  - (c) the Treasurer, and
  - (d) the Secretary
- (3) The Ordinary Directors of the Board will comprise:
  - (e) New South Wales Committee Chair
  - (f) Victorian Committee Chair
  - (g) Queensland Committee Chair
  - (h) Tasmanian Committee Chair
  - (i) South Australian Committee Chair
  - (j) West Australian Committee Chair
  - (k) Northern Territory Committee Chair
  - (l) Australian Capital Territory Committee Chair
- (4) A Board member may hold up to 2 offices (other than both the offices of President and Vice President).
- (5) There is a maximum number of four consecutive terms for which a Board member may hold office, unless otherwise determined by the Board.

- (6) Each member of the Board is, subject to these Rules, to hold office until the conclusion of the second Annual General Meeting following the date of the member's election but is eligible for re-election.
- (7) No office-bearer or Board member is to receive remuneration for their services to or on behalf of the Society.
- (8) The Board may from time to time authorise reimbursement of incidental expenses incurred by Board members in the exercise of their roles on behalf of the Society.

## 17

### **Election of Board members**

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary Directors of the Board:
  - (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the Society at least 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 Board, 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 Board are taken to be casual vacancies including State Chair positions. Appointment to casual positions thereafter occurs in accordance with clause 20.
- (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 members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board Director of the Society must be a member of the Society.
- (8) State or Territory Committee Chairs are determined by each State Committee in accordance with each State or Territory's process, which as far as practicable should mirror this clause 17.
- (9) The Board shall be elected for a period of two-year terms except in the first year following adoption of this constitution the Vice President, Treasurer and half of the Ordinary Directors will be elected for one-year tenures.

## 18

### **Secretary**

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

- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and Ordinary Directors of the Board,
  - (b) the names of members of the Board present at a Board meeting or a general meeting, and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the President of the meeting or by the President of the next succeeding meeting.
- (4) The signature of the President may be transmitted by electronic means for the purposes of subclause (3).

## **19 Treasurer**

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

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

## **20 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the Board's membership, the Board may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment. Notwithstanding the residency rule in clause 16, any member wherever resident can be appointed by the Board to fill any casual vacancy on the Board.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Society, or
  - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 21, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board
  - (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

- (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.

## **21 Removal of Board member**

- (1) The Society in general meeting may by resolution remove any member of the Board from the office of Director 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 Board 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 representation be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22 Board meetings and quorum**

- (1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any two members of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) 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 Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 6 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within 30 minutes after the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the next meeting.
- (7) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (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 Board as may be chosen by the members present at the meeting is to preside.

23

**Appointment of Society members as Board members to constitute quorum**

- (1) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the Society as Board members to enable the quorum to be constituted.
- (2) A member of the Board 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 20 applies.

24

**Delegation by Board to Committee**

- (1) The Board may, by instrument in writing, delegate to one or more Committees (consisting of such member or members of the Society as the Board thinks fit) the exercise of such functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the 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 Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a 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 Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Committee may meet and adjourn, as it thinks proper, and must report to the Board as required.

25

**Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any Committee appointed by the Board are to be determined by a majority of the votes of members of the Board or Committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any Committee appointed by the Board (including the person presiding at the meeting) is

entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to subclause 22(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

## **Part 4 General Meetings**

### **26 Annual General Meetings – holding of**

- (1) The Society must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Society must hold its annual general meetings:
  - (a) at least once in each calendar year and within the period of 6 months after the close of the Society's financial year,
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

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

- (1) The annual general meeting of the Society is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Board 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 Board reports on the activities of the Australiana Society during the last preceding financial year,
  - (c) to elect office-bearers of the Society and ordinary Directors of the Board,
  - (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 such in the notice convening it.

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

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Society.

- (2) The Board must, on the requisition of at least 5 per cent of the total number of members, convene a special general meeting of the Society.
- (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 Board 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (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.

## 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 Society, 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 Society, 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 subclause 27(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.

**30**

**Quorum for Annual General meetings**

- (1) No item of business is to be transacted at an annual general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present (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) 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 8) is to constitute a quorum.

**31**

**Presiding member**

- (1) The President or, in the President's absence, the Vice President, is to preside as President at each general meeting of the Society.
- (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 President at the meeting.

**32**

**Adjournment**

- (1) The President 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 Society 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.

### **33 Making of decisions**

- (1) A question arising at a general meeting of the Society is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if on the motion of the President or if 5 or more persons present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the President 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 Society, 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 Board under paragraph (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 President.

### **34 Special resolutions**

A resolution of the Society is a special resolution for the purposes of Section 39 of the Act.

### **35 Voting**

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

All votes must be given personally (by attendance physically or electronically). In the case of an equality of votes on a question at a general meeting, the President of the meeting is entitled to exercise a second or casting vote.
- (2) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.

### **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 Society may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 13).
- (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 approved by the Board that gives each of the Society's members a reasonable opportunity to participate.
- (2) A member of the Society 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 Society Board may effect and maintain insurance.

### **40 Funds – source**

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, any other sources that the Board determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- (3) The Society must, as soon as practicable after receiving any money, issue a receipt.

### **41 Funds – management**

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

### **42 Association/Society is non-profit**

Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society 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 the Society**

- (1) Subject to the Act and the Regulations, in a winding up of the Society, any surplus property of the Society is to be transferred to another organisation with similar objectives 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 a Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

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

#### **44 Change of name, objectives and constitution**

An application for registration of a change in the Society's name, objectives or constitution in accordance with Section 10 of the Act is to be made by the public officer or a Board member.

#### **45 Custody of books**

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

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

#### **46 Inspection of books**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the Society.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Board may refuse to permit a member of the Society to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

#### **47 Service of notices**

- (1) For these rules, 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 or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For 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 or other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report showing that the notice was sent on a later date, on that date.

**48**

**Financial year**

The financial year of the Society is:

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