

Under the Associations Incorporation Act 2009

**Constitution of
Berkeley Vale Neighbourhood Centre Incorporated**

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CONSTITUTION OF BERKELEY VALE NEIGHBOURHOOD CENTRE INC

Name and Objectives

A. Name

The name of the association shall be **Berkeley Vale Neighbourhood Centre Inc.**, hereinafter referred to in this constitution as “The Association”.

B. Objects

(1) Objective

The primary objective of the Association is to provide a non-discriminatory service to assist in the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness by fostering the growth of life within the Central Coast local government area. This area specifically relates to the locations and surrounding areas of Berkeley Vale, Tumbi Umbi, Killarney Vale and Bateau Bay.

(2) Our Vision

To provide a safe space for our community and empower our community to thrive.

(3) Our Mission

To provide inclusive and quality services to our community and ensure that we:

- (a) Listen to people and allow them time to open up;
- (b) Recognise the individual;
- (c) Recognise that people and families need time to act; and
- (d) Give community members skills for independence

(4) Our Values

- (a) Community focus
- (b) Confidentiality
- (c) Empowerment
- (d) Inclusion
- (e) Respect
- (f) Trust

(5) Our Purpose

The Association will be a resource for the people who live and work in the local government area of the Central Coast Council facilitating:

- (a) Activity groups
- (b) Social groups
- (c) Drop-in information, advice and referral centre
- (d) Partnerships with other organisations

C. Promotion of Objectives

- (1) All income and property of the Association must be applied solely towards the promotion of the objectives of the Association as set out in this constitution and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association.
- (2) No member will be appointed to any salaried office of the Association and no remuneration or other benefit will be given by the Association to any member except repayment for out-of-pocket expenses, reasonable and proper rent for premises let to the Association by a member, or reasonable and proper payment for professional, trade or other services properly performed by a member for the Association.
- (3) Consistent with the Objects in clause B above, the Association will:
 - (a) Provide a neighbourhood centre/s where people can feel welcome, make friends, receive practical assistance and emotional support as required to enhance their quality of life;
 - 1. Provide an out of school hours child care service where families have access to a safe, clean, healthy, happy and stimulating environment, indoors and outdoors, where children can grow, thrive and develop emotionally, intellectually, physically and socially. This includes Before and After School Hours Care and Vacation Care for primary aged children.
 - (b) Continually survey areas of need in cooperation with other agencies and attempt to respond to such needs;
 - (c) Promote cooperation with other agencies in order to minimise duplication;
 - (d) Ensure services provided are in accordance with this Constitution and the Policies and Procedures of the Association;
 - (e) Maintain modern contemporary business practises as well as risk Management Practises to ensure efficient and effective management of the Association;
 - (f) Provide appropriate working conditions for staff members and volunteers, which embrace an environment of staff development and training with supervision, safety and support;
 - (g) The Association may do all things as are incidental reasonably necessary to pursue and facilitate the statements of Vision, Mission, Values, Purpose and the objectives set out above; and
 - (h) The association will adhere to all Funding guidelines where applicable.

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Committee has the same meaning as in the Act and may also be referred to as “the Board of Governance”;

ordinary 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 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;

the Act means the Associations Incorporation Act 2009;

the Regulation means the Associations Incorporation Regulations 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 – 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.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association, or
 - (ii) in the case of an association that is amalgamated to form the Association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as the Association.
- (3) A person is taken to be a member of the Association if 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.

3. Application for membership

- (1) A nomination of 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 from time to time; 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 a nomination for membership, the secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing (including by email or other electronic means, if the Committee so determines), that the Committee approved or rejected the application (whichever is applicable), and
 - (b) if the Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by

the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (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.

4. Cessation of membership

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

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled from the Association, or
- (4) fails to pay the Annual Membership Fee under clause 8(2) within 3 months after the fee is due.

5. Membership entitlements not transferable

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

- (1) is not capable of being transferred or transmitted to another person, and
- (2) 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 of at least one month (or any other period as the Committee 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 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 writing or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or

- (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association 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 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.

8. Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association a fee of \$2.20 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Association must pay to the Association an Annual Membership fee of \$2.20 or if some other amount is determined by the Committee, that other amount
 - (a) except as provided as paragraph (b), before the commencement of each calendar year, or
 - (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member and before 1 January in each succeeding calendar 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 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) 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 applies to a dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 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 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (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 clause 12,whichever is the later.

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.

Part 3 – The Committee

13. Powers of the Committee

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

- (1) Is to control and manage the affairs of the Association;
- (2) May exercise all the functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
- (3) 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.

14. Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least three (3) ordinary Committee members,each of whom is to be elected at the annual general meeting of the Association under clause 15.

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

- (2) The total number of Committee members is to be not less than 6 and not more than 8.
- (3) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president offices).
- (5) There is a maximum of three consecutive terms for which an office bearer on the Committee may hold office in this Association.

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.

- (6) 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 next following the date of the member's election and is eligible for re-election.

15. Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary 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) 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 as the Committee may direct.
- (7) 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.

16. 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 signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3)

17. 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 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.

NB: In the event there is no one volunteering to be Treasurer or voted as Treasurer it will be at the discretion of the Association to appoint a qualified Book Keeper to support this position.

18. 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) 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) 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 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19. 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 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.

20. 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 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 3 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.

21. 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 18 applies.

22. 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 to be taken to be present at the meeting and, if the member votes at this meeting, is taken to have voted in person.

23. 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 as the Committee thinks fit) for 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 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.

24. 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 sub-committee 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.
- (3) Subject to clause 20(5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part 4 – General meetings

25. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within any later time as may be allowed or prescribed under section 37(2)(b) of the Act.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on the date and at the 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 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.

27. 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% 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 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 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.

28. 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 clause 26 (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.

29. 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.

30. 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.

31. 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.

32. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or if the meeting is the one which clause 37 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 the 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.

33. Special resolutions

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

34. 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.

35. Proxy Representative at general meetings

- (1) A member of the Association who is entitled to attend and cast a vote at a general meeting may appoint a person or a body corporate as their proxy representative to attend and vote for the member in the meeting.
- (2) A valid appointment of a proxy representative must be in writing, signed by the member and must specify:
 - (a) The member's name and address;
 - (b) The name of the Association;
 - (c) The proxy representative's name or the name of the office held the proxy representative; and
 - (d) The meeting at which the appointment may be used.
- (3) Where the proxy representative is not a member of the Association entitled to vote on a resolution, the proxy representative may only vote for a member pursuant to a proxy appointment where the proxy appointment specifies the way the proxy representative is entitled to vote on the resolution and the proxy representative votes in that way.

- (4) Proxy documents must be received by the Association at least 48 hours prior to the meeting for which the appointment is intended to apply.
- (5) A proxy representative appointed to attend and vote for a member has the same rights as the member to:
 - (a) Speak at the meeting;
 - (b) Vote (but only to the extent allowed by the appointment); and
 - (c) Make or join in a demand for a poll.
- (6) A proxy representative is not entitled to vote on a show of hands but, despite this, may still make or join in a demand for a poll.
- (7) Where a member who has appointed a proxy representative attends the meeting for which the proxy representative was appointed, the proxy appointment shall be suspended while the member remains at the meeting.
- (8) A vote cast by a proxy representative will not be valid if, before the proxy representative votes, the appointing member;
 - (a) Dies;
 - (b) Is mentally incapacitated;
 - (c) Revokes the proxy representative's appointment; or
 - (d) Appoints another proxy representative

36. 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.

37. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's member 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

38. Insurances

The Association may effect and maintain insurances.

39. Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, 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.

40. 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 as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 authorised signatories.

41. 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.

42. Gift Fund

While the Association has 'Deductible Gift Recipient' status from the Australian Taxation Office, it will maintain only for the principal purpose of the Association a fund called the Gift Fund to which gifts of money or property will be made and to which any money received by the Association because of gifts is to be credited and the Gift Fund will not receive any other money or property.

43. Distribution of Property

- (1) On a winding up of the Association, the members must determine one or more companies, associations or institutions that is endorsed as a Deductible Gift Recipient pursuant to Section 30.125 of the *Income Tax Assessment Act 1997*, and whose constitution:

- (a) Requires it to pursue only objects similar to those in clause B and to apply its income in promoting those objects;
 - (b) Prohibits it from making distributions to its members to at least the same extent as in clause C of this constitution;
 - (c) Prohibits it from paying fees to its committee members and requires its committee members to approve all other payments the company, association or institution makes to its committee members; and
 - (d) Requires it to operate only in the Central Coast Council local government area, but if there is no such association, company or institution which complies with this sub-clause, to an association, company or institution who operates solely in New South Wales.
- (2) And once so determined, the property of the Association is to be distributed to the company, association or institution so determined, or if more than one, the property is to be distributed in accordance with such determination.

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:

- (1) 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
- (2) If the Association has no premises, at the Association's official address, in the custody of the public officer.

46. 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) A member of the Association 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 Committee may refuse to permit a member of the Association to inspect or obtain a copy of the records of the Association that relate to a confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

47. 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.

48. Financial year

The Financial Year of the Association is:

- (1) The period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
- (2) 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:

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