

**NEWCASTLE  
FAMILY HISTORY  
SOCIETY  
INCORPORATED**

**ABN: 43 533 036 199**

**CONSTITUTION**

**2025**

## CONTENTS

<b>Part 1 Preliminary .....</b>	<b>4</b>
1. Objectives of the Society .....	4
2. Definitions .....	4
<b>Part 2 Membership .....</b>	<b>4</b>
3. Membership generally.....	4
4. Application for membership.....	5
5. Cessation of Membership.....	6
6. Membership entitlements not transferable.....	6
7. Resignation of membership.....	6
8. Register of members .....	6
9. Fees and subscriptions .....	7
10. Members' liabilities .....	7
11. Resolution of disputes .....	7
12. Disciplining of members .....	7
13. Right of appeal of disciplined member.....	8
<b>Part 3 The Committee .....</b>	<b>9</b>
14. Powers of the Committee.....	9
15. Composition and membership of Committee.....	9
16. Election of Committee members.....	9
17. Secretary.....	10
18. Treasurer .....	10
19. Casual vacancies .....	10
20. Removal of Committee members .....	11
21. Committee meetings and quorum .....	11
22. Appointment of Association members as Committee members to constitute quorum .....	12
23. Use of technology at Committee meetings.....	12
24. Delegation by Committee to sub-committee.....	12
25. Voting and decisions.....	13
<b>Part 4 General meetings .....</b>	<b>13</b>
26. Annual general meetings – holding of.....	13
27. Annual general meetings – calling of and business at.....	13
28. Special general meetings – calling of.....	14
29. Notice .....	14
30. Quorum for general meetings .....	14
31. Presiding member .....	15

32. Adjournment .....	15
33. Making of decisions .....	15
34. Special resolutions .....	16
35. Voting .....	16
36. Proxy votes not permitted.....	16
37. Postal or electronic ballots .....	16
38. Use of technology at general meetings.....	16
<b>Part 5 Miscellaneous .....</b>	<b>16</b>
39. Insurance .....	16
40. Funds – source .....	16
41. Funds .....	17
42. Association is non-profit.....	17
43. Distribution of property on winding up of Association .....	17
44. Change of name, objects and constitution.....	17
45. Custody of books etc .....	17
46. Inspection of books etc .....	17
47. Service of notices.....	18
48. Financial year.....	18
49. Intellectual Property.....	18
50. Donations to the Association .....	18

# The Constitution of Newcastle Family History Inc.

## Part 1 Preliminary

### 1. Objectives of the Society

The objectives of the Society are to:

1. Further the pursuit of family history.
2. Maintain and grow held resources aimed at family, local and general history.
3. Provide suitable forums, workshops, etc. to help members and the community develop their research skills.
4. Compile and publish our research.

### 2. Definitions

**Act** means the *Associations Incorporation Act 2009 No 7 (NSW)*.

**Regulation** means the *Associations Incorporation Regulation 2022 (NSW)*.

**Association** used throughout refers to the Newcastle Family History Society Incorporated.

**Committee** refers to the Management Committee of the Association, comprising the Executive and elected General Members.

**Executive** comprises President, Vice-President, Secretary, and Treasurer.

**Committee Member** means a member of the Committee who is not a member of the Executive.

**Public Officer** is a financial member appointed by the Executive Committee.

**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** means a General Meeting of the Association other than an Annual General Meeting or an Ordinary General Meeting.

**Ordinary Resolution:** a resolution passed by more than half of those members voting at the meeting in person.

**Special Resolution:** a resolution passed by a majority of not less than three quarters (75%) of the members voting in person. A special resolution is required to allow the Association to modify or repeal its constitution or a provision of the constitution; to change to a different type of company; to change the name of the Association, or to resolve to wind up the Association.

1. In this constitution:
  - a) a reference to a function includes a reference to a power, authority and duty.
  - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
2. The provisions of the Interpretation Act 1987 (NSW) 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

### 3. Membership generally

1. A person is eligible to be a member of the Association if:

- a) the person is a natural person.
  - 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
  - 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 relevant Association - a member of that other Association immediately before the amalgamation, or
    - iii. in the case of a registerable corporation that is registered as an Association - a member of the registerable corporation immediately before that entity was registered as an Association.
3. A person is taken to be a member of the Association if one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

#### **4. Application for membership**

1. An application by a person for membership of the Association:
  - a) must be made in writing, in any form determined by the Committee, and
  - b) must be lodged with the Membership Registrar of the Association with all monies due, including by electronic means.
2. As soon as practicable after receiving an application for membership, the Membership Registrar must refer the application to the Committee, which is to determine whether to approve or reject the application.
3. If the application is rejected, all monies are returned.
4. If the application is accepted, the Membership Registrar must, on payment by the applicant of the amounts referred to in subclause (1) (b) within the period referred to in that provision, allocate a membership number and enter or cause to be entered the applicant's name in the register of members. On the name being entered, the applicant becomes a member of the Association.
5. Categories of memberships available in the Association include:
  - a) Single
  - b) Family –
    - i. Where two or more members of the same family are resident at the same abode, the additional member/s may join at the family member rate.
    - ii. Additional family members have all membership rights except that they are not entitled to receive a hard copy of the Journal or Newsletter from the Association.
    - iii. Family membership shall lapse should the full member not renew their membership.
  - c) Distance – Where the member resides outside a 200km circle radius of Nobbys Lighthouse, Newcastle, NSW.
  - d) Honorary –
    - i. The Association shall have the power to award Honorary Membership to any member of the community who is not at that time and has never been a member, in

recognition of meritorious and outstanding service to the Association in its operation, Aims and Strategies in either of two categories:

- (i) For the lifetime of the person
  - (ii) During the tenure of office of that person, in recognition of the relevance of that office to the Aims and Strategies of the Association.
- ii. Honorary Membership shall be proposed to or by the Management Committee in writing and ratified by a majority vote at the next Annual General Meeting or at a special General Meeting of which notice has been given.
- iii. Honorary Membership shall be offered to the candidate in writing.
- iv. Honorary Membership shall entitle the recipient to exemption from subscription fees while being eligible for the other benefits, rights and obligations of financial members.
- e) Life – To be determined by the Association.

## **5. Cessation of Membership**

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

1. dies
2. resigns membership
3. is expelled from the Association
4. fails to pay the annual membership fee under clause 8 (2) within two 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 Association:

1. may not be transferred or transmitted to another person,
2. terminates on cessation of the person's membership.

## **7. Resignation of membership**

1. A member of the Association may resign from membership of the Association by giving the Secretary written notice of at least one (1) month (or any other period that the Committee may determine) of the member's intention to resign. On the expiration of the period of notice, the membership ceases.
2. In every case where a member ceases to hold membership, the Membership Registrar must make an appropriate entry in the register of members recording the date on which the membership ceased.

## **8. Register of members**

1. The Membership Registrar must establish and maintain a register of members of the Association in written and electronic form specifying the name, the postal, residential, and email address of each 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) in the custody of the Membership Registrar
3. Each member is entitled to verify his/her personal information held in the Register of Members, free of charge during official opening hours of the Association. Only personal details specific to the member will be made available at this time. Application to view these details

must be made in writing at least seven (7) working days prior to inspection.

4. Any member of the Association can request a copy of their personal information on payment of a fee of not more than \$1 for each page copied.
5. If a member requests that any information on the register about the member (other than the member's name) be not available for inspection, then that information must not be made available.
6. No member may use information obtained from the membership register to contact or send material to a 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
  - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
7. The electronic register of members:
  - a) 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. Fees and subscriptions**

1. Membership year commences on 1 March. Current membership fees and subscriptions are available on the Schedule of Fees, on the website [www.nfhs.org.au](http://www.nfhs.org.au).
2. On submitting an application for membership an applicant must pay a one-off joining fee.
3. In addition to the joining fee the member is to pay an annual membership fee as determined by the Committee.
  - a) Payment must be received by the due date to remain a financial member.
  - b) A member joining between 1 March and 31 August inclusive shall pay the full annual membership in the first year. Future annual membership shall be due on 1 March.
4. If a member joins on or after six (6) months of the Association's membership year, they will be entitled to a 50% reduction in the annual membership fee but are still required to pay the full joining fee as specified in clause 9 (2).

## **10. 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 9.

## **11. Resolution of disputes**

1. All disputes between any members will be resolved through the application of Natural Justice (see dispute resolution process outlined in Clauses 12 and 13).
2. If the dispute cannot be resolved within the Association, the participants may be referred to a Community Justice Centre for mediation under the Community Justice Centre Act 1983.
3. If a dispute so referred is not resolved within three (3) months of the referral to a Community Justice Centre, the dispute may be referred to arbitration.
4. The Commercial Arbitration Act 2010 applies to a dispute referred to Arbitration. All Arbitration costs are to be borne by the parties in dispute.

## **12. Disciplining of members**

1. A complaint may be made to the Committee by any person that is a member of the Association

if the member:

- 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. If the Committee considers the complaint to be trivial or vexatious in nature, it may refuse to deal with the complaint.
  3. If the Committee decides to deal with the complaint, the Committee must follow the principles of Natural Justice:
    - a) The Committee can deal with the matter themselves or refer to the Office of Dispute Resolution.
    - b) A complaint of a criminal nature must be referred to the police by the complainant, and by the Committee.
  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.
  5. If the Committee decides to expel or suspend a member, the Secretary must, within seven (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 13.
  6. 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.
    - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the latter.

### **13. Right of appeal of disciplined member**

1. A member may appeal to the Committee against the decision of the Office of Dispute Resolution, or to a Special General Meeting of the members against the decision of the Committee. Such appeals must be lodged with Secretary within seven (7) days after notice of the decision is served on the member.
2. The notice of appeal 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 Special General Meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
4. At the Special General Meeting of the Association convened under subclause (3):
  - a) no business other than the question of the appeal is to be transacted.
  - b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing or both.
  - c) the members present are to vote by secret ballot to confirm or revoke the decision.
5. The appeal is to be determined by a simple majority of votes cast by members of the Association present at the Special General Meeting.



## Part 3 The Committee

### 14. Powers of the Committee

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

1. is to control and manage the affairs of the Association
2. 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
3. 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.

### 15. Composition and membership of Committee

1. The Committee is to consist of:  
President,  
Vice-President,  
Secretary,  
Treasurer,  
General Members – at least 3 with a maximum of 5,  
each of whom is to be elected at the Annual General Meeting of the Association under clause 16 or appointed by the Committee to a casual vacancy.  
In the event of the Committee being deadlocked, the President has a casting vote.
2. A Committee member must be eighteen (18) years of age or over.
3. The Secretary's position can be split into two distinct roles: Secretary and Minute Secretary. The Secretary will hold voting rights on the Committee.
4. 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.  
**Note:** *To be eligible for election you must be a financial member for one (1) year.*
5. The holders of non-elected positions, eg Librarian, Membership Registrar, are invited to all Committee meetings and are able to speak on their area. They do not have voting rights.

### 16. Election of Committee members

1. Candidates for election as office-bearers of the Association or as General Committee members must have been financial members for at least one (1) year. Nominations must be made in writing, signed by two members of the Association, and
2. Nominations accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
3. If only one nomination is received to fill a position on the Committee, the candidate nominated to the elected position is taken to be elected. Nominations for positions unfilled may be nominated from the floor.
4. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
5. If the number of nominations received is equal to the number of vacancies to be filled, the

persons nominated are taken to be elected.

6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
7. The ballot for the election of office-bearers and General members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the Committee directs.

## **17. Secretary**

1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
2. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - a) all appointments of office-bearers and members of the Committee
  - b) the names of members of the Committee present at a Committee meeting or general members present at a General Meeting (recorded in attendance book kept in Reception)
  - c) all proceedings at Committee, Annual General, Special General, 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).

## **18. Treasurer**

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

1. that all money due to the Association is collected and receipted 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, and
3. arrange annual financial auditing.

## **19. Casual vacancies**

1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
2. A casual vacancy in the office of a member of the Committee occurs if the member:
  - a) dies,
  - b) ceases to be a member of the Association,
  - c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth,
  - d) resigns office by notice in writing given to the Secretary,
  - e) is removed from office under clause 20,
  - f) becomes a mentally incapacitated person,
  - g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee,
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or

- i) is prohibited from being a director of a company under Part 2 D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **20. Removal of Committee members**

1. A suitable financial member of the Association shall be appointed as Dispute Resolution Officer by the Committee.
2. Any dispute that cannot be resolved by the members concerned is to be put into writing and submitted to the Dispute Resolution Officer.
3. The Association at a Special General Meeting may by resolution, remove any member of the Committee from office before the expiration of their term of office and may by resolution appoint another person to hold that office until the next Annual General Meeting.
  - a) if a member puts in writing a complaint about a member of the Committee and sends it to the President, Vice-President or Secretary, requesting that a Special General Meeting be convened to resolve this matter.
  - b) the member of the Committee will be given a copy of the complaint and time to prepare a response.
  - c) President, Vice-President or Secretary will convene a Special General Meeting.
  - d) the complaint will be tabled at the meeting.
  - e) the chair will read the complaint to the Special General Meeting.
  - f) the member of the Committee will be given time to respond.
  - g) the Special General Meeting will resolve the matter
    - i. dismissed if not substantiated
    - ii. member removed from Committee and casual vacancy will be filled by the Committee
  - h) member has the right of appeal (see Section 13).

## **21. Committee meetings and quorum**

1. The Committee must meet at least three (3) times in each period of twelve (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 forty-eight (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 three (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, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

## **22. Appointment of Association members as Committee members to constitute quorum**

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

## **23. Use of technology at Committee meetings**

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

## **24. Delegation by Committee to sub-committee**

1. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of any member 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.
8. The sub-committee shall elect a convener from among its own members.
9. Elected sub-committees, ad hoc committees and special interest groups shall only operate within the financial framework of the Committee and not independently incur costs or other charges without the prior permission of the Committee.

10. Any monies raised by sub-committees or ad hoc groups must be paid to the Treasurer and receipted at the time of collection or as soon as practicable thereafter.
11. All sub-committees and special interest groups shall provide a regular meeting report, in writing, to the Committee.
12. Sub-committees formed to perform short-term functions, such as organising a conference, shall present a full report, including a financial statement and all records, receipts, invoices and bank statements pertaining thereto, to the Committee, no later than two (2) months after the activity for which the sub-committee was formed.

## **25. Voting and decisions**

1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or 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 (1) 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 21 (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**

### **26. Annual general meetings – holding of**

1. The Association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.
2. The Association must hold its annual general meetings:
  - a) within six (6) months after the close of the Association's financial year, or
  - 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 Association is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the Committee thinks fit.
2. 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 receive and consider any financial statement or report required to be submitted to members under the Act.
  - d) to elect office-bearers of the Association and ordinary Committee members,
  - e) and any other business submitted.
3. An Annual General Meeting must be specified as that type of meeting in the notice convening

it.

## **28. Special general meetings – calling of**

1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
2. The Committee must, on the requisition 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 one (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 three (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.

## **29. Notice**

1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least fourteen (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 twenty-one (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 27 (2).
4. A member desiring to bring any business before a General Meeting must give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting after receipt of the notice from the member.

## **30. Quorum for general meetings**

1. No item of business is to be transacted at a General Meeting unless a quorum of members

entitled under this constitution to vote is present during the time the meeting is considering that item.

2. Three (3) 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 three (3)) are to constitute a quorum.

### **31. Presiding member**

1. The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Association.
2. If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **32. Adjournment**

1. The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
2. If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written 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.

### **33. Making of decisions**

1. A question arising at a General Meeting of the Association is to be determined by:
  - a) a show of hands or, if the meeting is one to which Clause 38 applies, any appropriate corresponding method that the Committee may determine, or
  - b) if on the motion of the chairperson, or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot, then a written ballot will be used.
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 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.

### **34. Special resolutions**

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

### **35. Voting**

1. On any question arising at a General Meeting of the Association a member has one (1) 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 eighteen (18) years of age.

### **36. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a General Meeting.

**Note.** *Schedule 1 to the Act (Matter 10) provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.*

### **37. Postal or electronic ballots**

1. The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 13).
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

### **38. Use of technology at general meetings**

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

## **Part 5 Miscellaneous**

### **39. Insurance**

The Association must affect and maintain insurance.

### **40. 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.

#### **41. Funds**

1. Subject to any resolution passed by the Association in a 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 two (2) authorised signatories.

#### **42. Association is non-profit**

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

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

#### **43. Distribution of property on winding up of Association**

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

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

#### **44. Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer.

#### **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, to any member of the Association who has made a request in writing to the Secretary. Documents available at opening hours of the Society.
  - 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 records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

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

- 1. For the purpose of this constitution, a notice may be served on or given to a person by:
  - a) delivering it to the person personally, or
  - b) sending it by pre-paid post to the address of the person, or
  - c) sending it by email 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 email 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 the calendar year, commencing 1 January until the last day of December.

#### **49. Intellectual Property**

- 1. All records, files, correspondence and other documents held by any office bearer, elected Committee member, sub-committee member or special interest group member shall on demand be surrendered to the Committee within fourteen (14) days of the resignation or removal of that member from his or her position. The member so disciplined shall retain the right of appeal against his or her removal as set out in Clause 13.
- 2. The Association will hold the primary copyright of all publications in any form produced in its name with the proviso that individual members who have made an original contribution to such publications in written or pictorial form, may formally assert their moral right to be identified as the author of that work.

#### **50. Donations to the Association**

All material, books, CDs, DVDs, maps or other resources donated to the Association become the property of the Association unless prior agreement in writing, has been reached.