



## CONSTITUTION

Adopted October 2013

## PART 1

### DEFINITIONS

- (1) in this constitution

**Association name** is The Gem and Lapidary Council of New South Wales Inc and for the purposes of this constitution will be known as "Council".

**Director General** means the Director General of the Department of Services, Technology and Administration.

**Ordinary committee member** means a member of the committee who is not an officer-bearer of the association.

**Secretary** means

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

**General meeting** means a meeting other than a special general meeting or an annual general meeting.

**The Act** means the Associations Incorporation Act 2009

**The Regulation** means the Associations Incorporation Regulation 2010.

- (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 a function is a duty, a reference to the performance of the duty.

- (3) the provisions of the Interpretation Act 1987 apply and in respect of this constitution in the same manner as these provisions would so apply if this constitution were an instrument made under the Act.

- (4) **GEMBOREE** means the registered name used by the Australian Federation of Lapidary & Allied Crafts Association Inc (AFLACA) to signify the Annual Gem & Mineral Show held at Easter each year in a different State and organised by the association of that State.

- (5) **GEMKHANA** means the registered New South Wales name to signify a State Gem & Mineral Show and Competition held on the October holiday weekend or as decided otherwise.

## **PART 1a**

### **OBJECTS**

The objects of "Council" are:-

- 1 (a) Unite in one group clubs, associations, or organisations in New South Wales and the Federal Territory interested in lapidary, gemstones, minerals, fossils and allied crafts.
  - (b) Promote and encourage GEMBOREE and GEMKHANA, exhibitions, competitions and other combined activities.
  - (c) Represent members in any matters affecting their interests.
  - (d) Assist in the formation and development of similar Clubs, Societies and Organisations in New South Wales and the Australian Capital Territory.
  - (e) Promote and liaise with all State, interstate and kindred organisations.
- 2 In furtherance of the above objects "Council" shall
- (a) Be non party political and non sectarian
  - (b) Place before Government Departments and other authorities the views of the "Council" regarding any matters affecting the interests of members and to originate and promote improvements in the law and to support or oppose alterations therein as may be deemed expedient, and to effect improvements in administration and for the purposes aforesaid to petition Parliament, government departments and other authorities and to take steps and proceedings as may be deemed expedient.
  - (c) Print, publish, sell, lend or distribute any books, journals, magazines, leaflets or audio and visual materials which "Council" may think desirable
  - (d) Raise by subscriptions, donations or any other manner which may seem expedient, funds to provide material which "Council" may think desirable.
  - (e) Apply the income and property derived by "Council" solely towards the promotion of the objects of "Council" and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or other way of profit to the members of "Council" provided that nothing shall prevent the payment in good faith of remuneration to any officer or servant of "Council" or to any member of "Council" in return for services actually rendered to "Council" or reasonable and proper rent for premises let by any member to "Council" and/or interest on monies loaned by a member to "Council".
  - (f) Purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which "Council" may think necessary or convenient.
  - (g) Sell or dispose of or turn to account all or any of the assets of "Council" as may be thought expedient with the view to the promotion of its objects.

(h) Undertake and execute any trusts which may be lawfully undertaken by "Council" and may be conducive to its objects.

(i) Borrow or raise monies for the purposes of "Council" on such terms and on such securities as may be thought fit.

(j) Invest the monies of "Council" not immediately required for its purposes in or upon such investments or securities as may be thought fit.

## **PART 2**

### **MEMBERSHIP.**

#### **2. "Council" membership**

(1) The "Council" will consist of Clubs, Societies or Organisations that are incorporated and have been admitted as members pursuant to clause (2) of this Part.

(2)

(a) The "Council" will operate through Delegates appointed by members who may appoint any number of Delegates to represent the member but only one delegate may vote on behalf of that member.

(b) Individual visiting persons associated with members or invited persons present at "Council" meetings may express opinions on matters before "Council" meetings at the discretion of the chairperson but may not vote on any motion.

#### **Members/Delegates qualifications**

(3)

(a) An incorporated Club, Society or Organisation is qualified to be a member after having complied with clause 4 of this Part.

(b) A person is qualified to be a Delegate if that person is a natural person nominated by a member and approved by the Committee. Nominations of a person to be a Delegate shall be lodged in writing by a member with the Secretary, who shall enter the name and address of the nomination in the register of Members and Delegates and thereupon the nominee becomes a Delegate.

#### **Nomination for membership**

(1)

(a) Application for membership of "Council" shall be lodged in writing by the applicant Club, Society or Organisation with the Secretary.

(b) As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Committee which shall determine whether to approve or reject the application.

(c) Where the Committee determines to approve an application for membership, the Secretary shall as soon as practicable after that determination, notify the applicant Club, Society or Organisation of that approval and request the applicant to pay within 28 days after receipt of notification the amounts payable under these Rules by Members and advise the Secretary of the names and addresses of persons nominated to become Delegates.



(d) The Secretary must on payment by the applicant of the amount referred to in clause (c) enter the applicants name in the Register of Members and Delegates and upon which the applicant becomes a Member.

#### **4. Cessation of membership**

A member ceases to be a member of the "Council" if

- (1) "Council" expels the Member under rule 11 of this constitution
- (2) Fails to pay the annual fee under clause 8 of this constitution within 3 months of it becoming due.
- (3) Resigns membership.
- (4) A delegate ceases to represent a member if
  - (a) The member who nominated the Delegate resigns.
  - (b) Resigns as a delegate.
  - (c) Their appointment has been withdrawn by the Member who nominated him/her.
  - (d) Is expelled by "Council" under rule 11 of this constitution.
  - (e) Does not attend a meeting without permission of the committee for a period of 6 months.

#### **5. Membership entitlements not transferable**

A right, privilege or obligation which the Member has by reason of being a Member

- (a) is not capable of being transferred or transmitted to any other Club, Society or Organisation.
- (b) terminates on cessation of that Members membership.

#### **6. Resignation of Membership**

- (a) A member is not entitled to resign that membership except in accordance with this clause
- (b) A member which has paid all amounts payable to "Council" in respect of its membership, may resign from "Council" by first giving notice (being not less than 1 month, or less than such other period as the committee may determine) in writing to the secretary of the members intention to resign and upon the expiration of the period of notice, the membership ceases.
- (c) When a member of "Council" ceases to be a Member pursuant of clause (b) or any other reason.
- (d) When a delegate's appointment has been withdrawn, or the delegate wishes to resign, the member or the delegate should tender the resignation in writing to the Secretary.

#### **7. Register of Members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each member and delegate who is a member of the association together with the date on which they 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 associations official address.

(3) The Register of Rembers 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 at a rate determined by the committee.

(5) If a member requests that any information obtained on the Register about the member (other than the members name) not be available for inspection, that information must not be 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 purpose of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association.

(b) any other purpose necessary to comply with a requirement of the Act.

## **8. Fees and subscriptions**

(1) A member of the association must on admission to the association pay to the association a fee as determined by the committee.

(2) In addition to amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee of an amount as determined by the committee.

(a) except as provided by paragraph (b) before 30<sup>th</sup> March in each calendar year, or

(b) if the member becomes a member on or after August in any calendar year- on becoming a member and before 30<sup>th</sup> Match in each succeeding calendar year.

## **9.Member's Liabilities**

The liability of a member of the association to contribute towards the payment of 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 a member ) 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 4 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such 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 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 manner.

- (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 14 days from the time the notice is served within which to make a submission to the committee in connection with the complaint,
  - (c) and must take into consideration any submission made by a member in connection with the complaint.
- (4) The committee by resolution, may 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 reason given by the committee for having taken that action and 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 special general meeting against a resolution of the committee under clause 11, within 14 days after the 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 purpose of the appeal.
- (3) On receipt of a notice from the 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 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting convened under subclause (3)
  - (a) no other business other than the question of 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 the votes cast by the members of the association present.

## **PART 3**

### **The Committee**

#### **13. Powers of the Committee**

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such 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 the association and,
- (c) 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 association.

#### **14. Composition and membership of committee**

(1) The committee is to consist of

- (a) the office bearers of the association
- (b) at least three ordinary members, each of whom shall be elected at the annual general meeting of the association under clause 15.

(2) The total number of committee members is to be eleven

(3) The office bearers of the association are as follows

- (a) President
- (b) Vice-Presidents (two)
- (c) Treasurer
- (d) Secretary
- (e) Minute Secretary
- (d) Assistant Treasurer

(4) A committee member may hold up to two offices (other than both the President and Vice-President offices)

(5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the members election, but is eligible for re-election.

(6) The following appointments may be made to the following positions but the appointees shall not have voting rights unless they represent a member

- (a) Auditor
- (b) Editor
- (c) Property Officer
- (d) AFLACA Delegates (both Committee and Judging and Rules)
- (e) Public Officer
- (f) Education Officer



## **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 in writing, signed by two 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 in the hands of the secretary of the association before the commencement of the annual general meeting of the association at which the election will 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 taken at the annual general meeting.
- (3) If insufficient 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 such 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 representative of 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 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 and general meetings.
  - (d) print and circulate to all association members as soon as practicable minutes of all meetings.
  - (e) prepare agendas for all meetings
- (3) Minutes of all proceedings of all meetings must be signed by the chairperson at the next succeeding meeting.

### **16a Minute Secretary**

To record minutes of general, special and annual committee meetings and forward them to the secretary as soon as practicable.

## **17. Treasurer**

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

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

### **17a. Assistant Treasurer**

To fulfil all functions of the treasurer in his or her absence.

## **18. Casual Vacancies**

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a representative of a member of the association to fill the vacancy and the representative so appointed is to hold office, subject to this constitution, until the conclusion of 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
- (c) becomes an insolvent under administration within the meanings of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns from 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 consent of the committee from three 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 more, 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 members term of office and by resolution appoint another person to hold office until the expiration of the term of the member so removed.

(2) if a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representation in writing to the secretary or president (not exceeding a reasonable length of time) and requests that the representations be notified to the members of the association , the secretary or president may send a copy of the representation to each member 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 meeting and quorum.**

- (1) Committee must meet at least three times in each period of 12 months at such place and time as the committee determines.
- (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 association at least 48 hours ( or as such period as may be unanimously agreed on by members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting, and no other 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 seven members of the committee constitutes a quorum for the transaction of 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 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 is to be dissolved .
- (8) At the meeting of the committee
  - (a) the president or, in the president's absence a vice-president is to preside, or
  - (b) if the president and vice-presidents 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. Delegation by committee to sub-committee.**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than
  - (a) the power of delegation, and
  - (b) a function which is the 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 unresolved, may 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 such condition or limitations as to the exercise of any function, as to time or circumstances, as 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 made under this clause has the same force and effect as it would have 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

### **21a. Sub-committees and duties**

The sub-committees of the association will include

- (1) JUDGING AND RULES, will be responsible for



(a) hearing submissions from association members and other interested associations or persons in relation to the rules under which entries are judged in competition conducted under these rules are conducted either by the association or other organisations.

(b) passing on to The Federal Association Judging and Rules committee any affirmative findings to the judging rules for their consideration and inclusion into the rules.

(c) to liaise with the Education sub-committee in the training of judges.

(d) keeping an up to date register of association judges and allocate these when required.

(2) EDUCATION, Will be responsible for

(a) the training of judges liaising with the judging and rules sub-committee.

(b) conducting education courses for members in relation to the objects of the association.

(3) GEMKHANA, Will be responsible for

Conducting each year on the October long week-end, or at such time and as determined by the committee the annual State Gem and Mineral Exhibition and Competition at a venue determined by the committee.

(4) GEMBOREE, Will be responsible for

Conducting, under the auspices of the Federal Association, the annual Federal Gem and Mineral Exhibition and Competition, This is held over the Easter holiday period in rotation with other State Associations

(5) Each sub-committee shall elect its chairperson

## **22. 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 the meeting of the committee or 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**

#### **23. Annual general meetings-holding**

(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..

(b) within such time as may be allowed by the Director General or prescribed by the regulations.

#### **24. Annual general meetings – calling of and business**

(1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as determined by the committee.



- (2) In addition to any 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 as required to be submitted to the members under the Act
  - (e) to make any appointments as required by the committee.
- (3) An annual general meeting must be specified as such in the notice convening it

## **25. Special general meeting – calling of.**

- (1) The committee may whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must on requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition for a special general meeting
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents of 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 1 month after that date on which a requisition of the 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

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause a notice to be given to each member specifying, the date, place 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 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 holding the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening the meeting is to be transacted at the meeting except, in the case of the annual general meeting, business which may be transacted under clause 24
- (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.



## **27. 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) Seven members present (being members entitled under this constitution to vote at a general meeting), constitute a quorum for the transaction of 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 a requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day the following week and 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 5) are to constitute a quorum.

## **28. Presiding member**

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

## **29. 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 sub-clauses (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.

## **30. Making of decisions**

- (1) A question arising at a general meeting of the association may be determined by either
  - (a) a show of hands, 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 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 the 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 or against that resolution.
- (3) If the question is to be determined by written ballot, the ballot is to be conducted in accordance with the direction of the chairperson..

### **31. Special resolutions**

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

### **32. Voting**

- (1) On any question arising at a meeting of the association a member has one vote only.
- (2) In the case of equality of votes on a question at a 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 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 meeting of the association if their delegate is under 18 years of age.

### **33. Proxy votes**

- (1) Each member shall be entitled to appoint another member as a proxy by giving written notice to the secretary no later than 24 hours before the time of a general meeting in respect of which the proxy is appointed.
  - (a) a proxy may not be given to a person who is not representing a member of the association.
- (2) No member can hold more than one proxy in respect to the question before that meeting as stated in Appendix 1 of this constitution
- (3) The notice appointing a proxy shall be in the form set out in Appendix 2 of this constitution.

### **34. Postal votes**

- (1) The association may hold a postal vote to determine any issue or proposal other than an appeal under clause (12).
- (2) The postal vote is to be conducted in accordance with schedule 3 of the Regulation.

## **Part 5 –**

### **Miscellaneous**

#### **35. Insurance**

The association may effect and maintain all insurance as required

#### **36. Funds - source**

- (1) The funds of the association are to be derived from entrance fees, annual subscriptions of members, donations, and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All monies 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.

### **37. Funds – management**

- (1) Subject to any rule passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

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

An application to the Director General for the 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.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association .

### **40. Inspection of books etc**

- (1) The following books must be open for 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 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 the payment of a fee of not more than \$1 each page copied plus postage.

### **41. 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 personally, or
  - (b) by sending it by prepaid 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 being sent prepaid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice being sent by facsimile transmission 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 indicating that the notice was sent on a later date, on that date



## **42. Financial year**

The financial year of the association is

- (a) the period of the time commencing on the date of incorporation of the association and ending on the following 30<sup>th</sup> September, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on the 1<sup>st</sup> October and ending on the following 30<sup>th</sup> September.

**Note:** Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

## **43. Surplus property**

(1) "Council" is required to pass a special resolution nominating an incorporated association or associations as the association/s in which it is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of "Council".

(2) The incorporated association/s so nominated is/are required to fulfil the conditions specified in section 53(2)(a)-(c) of the Act.

## **44. Payment of office bearers and members**

A person representing a member of "Council" shall not be appointed to any salaried office of the "Council", and no remuneration or other benefit in money or money's worth shall be given by "Council" to any member except

- (1) Repayment of expenses, including travel and accommodation when requested by the member and approved by the committee at rates to be determined by the committee from time to time. All claims are required to be made on official claim forms together with receipts.
- (2) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by "Council's" bankers for money lent to "Council"
- (3) Reasonable and proper rent for premises let to "Council".

## **45. Life Councillor**

(1) Any person representing a member of "Council" may be appointed a Life Councillor in recognition of particular meritorious service to "Council". Nominations are to be submitted by a member and seconded by another member in writing and received by the secretary no later than 3 months prior to the next annual general meeting where each nomination must be carried by a majority vote. No more than 2 Life Councillors shall be created in any one year and no more than three in any two consecutive years.

(2) Life Councillors may attend all meetings of "Council" as an observer only and do not have voting rights unless they are a delegate. A Life Councillor will be entitled to a Life Councillor's badge and any other privileges as decided from time to time by the committee.

## APPENDIX 1

### Form of Appointment of proxy

I \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_  
(full name) (address)

being a member of \_\_\_\_\_  
\_\_\_\_\_  
(name of incorporated association)

hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_  
(full name of proxy) (address)

Being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ (month and year) and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

\_\_\_\_\_  
Signature of member appointing proxy

\_\_\_\_\_  
Date

**Note:** A proxy vote may not be given to a person who is not a member of the association

*To be inserted if desired.*

# Appendix 2

(Clause 3 (1))

## APPLICATION FOR MEMBERSHIP OF ASSOCIATION

\_\_\_\_\_  
[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, \_\_\_\_\_  
[full name of applicant]

of \_\_\_\_\_  
[address]

\_\_\_\_\_  
hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

\_\_\_\_\_  
Signature of applicant

\_\_\_\_\_  
Date:

I, \_\_\_\_\_  
[full name]

a member of the association, nominate the applicant for membership of the association.

\_\_\_\_\_  
Signature of proposer

\_\_\_\_\_  
Date:

I, \_\_\_\_\_  
[full name]

a member of the association, second the nomination of the applicant for membership of the association.

\_\_\_\_\_  
Signature of seconder

\_\_\_\_\_  
Date: