

# **CONSTITUTION**

## **ROTARY DOWN UNDER INC**

*Under the Associations Incorporation Act 2009 (NSW)*

*As approved at Annual General Meeting on 29 September 2021*

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## Part 1 – Preliminary

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### 1 Definitions

#### 1.1 In this Constitution:

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

**Annual General Meeting** means a General Meeting required to be held annually as provided in clause 26.

**Association** means Rotary Down Under Inc (registration number Y0053900) being an incorporated association described in this Constitution and established under the Act.

**Board** means the board of directors of the Association.

**Constitution** means this Constitution as amended from time to time.

**Director** means a person appointed or elected as a member of the Board pursuant to clauses 16 and 17.

**Director-General** has the same meaning as it has in the Act which at the time of adoption of this constitution means:

- (a) the Commissioner for Fair Trading, Department of Finance and Services, or
- (b) if there is no such position in the Department, the Director-General of the Department.

**District** means a group of Rotary clubs in a geographical area within the Zone which are linked for administrative purposes.

**District Governor** means the officer of RI responsible for a District functioning under the general supervision of the RI board.

**District Governor Elect** means, at any time, with respect to a District, the person who will succeed the current District Governor.

**District Governor Nominee** means, at any time, with respect to a District, the person who will succeed the current District Governor Elect.

**Electronic Meeting** means the contemporaneous linking together in communication orally, telephone, audio-visual, internet, or other instantaneous means of a number of the Members

and/or Directors not less than a quorum is deemed to constitute a meeting of Members and/or the Board.

**Financial Year** means the Association's accounting period of twelve (12) Months, which begins on the first day of July and ends on the last day of June each year.

**General Manager** means the person holding office of General Manager of RDU Pty Ltd from time to time.

**General Meeting** means a meeting of Members being an Annual General Meeting or a Special General Meeting.

**Group** means a group of Districts contained in a geographical area currently known as RI Zone 8 and represented by the Districts as listed below, but subject to future amendments to districts within the same geographical area as determined by RI.

1. 9910, 9920, 9930, 9940, 9970, 9980 – 6 Districts (NZ and Pacific Ocean Countries)
2. 9790, 9800, 9810, 9820, 9830 – 5 Districts (Vic and Tasmania)
3. 9650, 9670, 9675, 9685, 9705 – 5 Districts (NSW)
4. 9560, 9620, 9640 – 3 Districts (Qld, part NSW, part NT, Timor Leste, PNG, Solomon Islands, Nauru)
5. 9455, 9465, 9510, 9780 – 4 Districts (WA, SA, part NSW, part Vic, part NT)

**Income Tax Assessment Act** means the *Income Tax Assessment Act 1997* (Cth).

**LEADR** means LEADR, a not-for-profit association which facilitates resolution of disputes and having the ABN 69 008 651 232.

**Member** means a District entered on the register as a member of the Association in accordance with clause 6.

**Membership** means membership of the Association.

**Month** means calendar month.

**Object of Rotary** means the Object stated in Article 4 of the constitution of RI, which is to encourage and foster the ideals of service as a basis for worthy enterprise.

**Public Officer** means a public officer appointed by the Board in accordance with section 34 of the Act.

**Regulation** means the *Associations Incorporation Regulation 2010* (NSW).

**RI** means Rotary International, being a not-for-profit educational and humanitarian organisation of business and community leaders, intent on doing good in the world.

**RI Director** means the director of RI who represents the Zone 8.

**RI Director Elect** means, at any time, the person who will succeed the current RI Director.

**Rotary** has the same meaning as RI.

**Rotary Foundation** means the international charity of RI.

**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.

**Special Resolution** means a resolution defined as such in clause 32.

**Zone 8** means the Districts of RI within the Commonwealth of Australia (including its territories and dependencies), Nauru, Papua New Guinea, Solomon Islands, Timor Leste, New Zealand, American Samoa, Cook Islands, Fiji, French Polynesia, Kiribati, New Caledonia, Samoa, Tonga, and Vanuatu, as prescribed by RI as Zone 8 countries with additions and deletions to those countries as determined from time to time by RI.

**Zone** means Zone 8.

1.2 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.
- (c) words importing any gender include all other genders.

- (d) the singular includes the plural and vice versa.
- (e) a reference to a law includes regulations and instruments made under the law.
- (f) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise.
- (g) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting.
- (h) a power, an authority or a discretion held by a Director, the Board, the Association in General Meeting or a Member may be exercised at any time and from time to time.
- (i) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board.
- (j) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise, and
- (k) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 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 was an instrument made under the Act.

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## 2 Objects

The objects for which the Association is established are to support the Object of Rotary, including the support of Rotary districts, clubs and organisations associated with Rotary, with the promotion and development of Rotary in the countries determined from time to time as being RI Zone 8.

- (a) responsible to ensure support to publishing of the official Rotary regional magazine, known as *Rotary Down Under*, for the members of Rotary clubs within the Zone, to advance the Object of Rotary and to develop Rotary programs.



- (b) implementing commercial arrangements with businesses and organisations to attract support for the activities of Rotary and the Association.
  - (c) providing support facilities for organisations associated with Rotary, and
  - (d) doing such things as are incidental or ancillary to the attainment of these objects.
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### **3 Powers**

The Association has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Act.

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### **4 Application of income for Objects only**

- 4.1 The profits (if any) or other income and the property of the Association, however derived:
    - (a) must be applied solely towards the promotion of the objects of the Association as set out in clause 2; and
    - (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.
  - 4.2 The above clause does not prevent payment in good faith to a Member:
    - (a) of reasonable remuneration for services to the Association;
    - (b) for goods supplied in the ordinary course of business; or
    - (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Association in a General Meeting.
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### **5 Winding up and cancellation**

- 5.1 The Association may be wound up by Special Resolution.
- 5.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members.

- 5.3 Subject to the Act, any court order made under section 63 of the Act or any other relevant law, the surplus assets must be given to:
- (a) the Rotary Foundation or a body that has similar objects to the Object of Rotary; and
  - (b) whose rules or governing document prohibit the distribution of its income and assets among its members.
- 5.4 The body to which the surplus assets are to be given must be decided by Special Resolution at or before the time of winding up or cancellation.

## **Part 2 – Membership**

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### **6 Members**

- 6.1 The members shall be the RI Districts within Zone 8
- 6.2 The personal representatives of each RI District shall be the District Governor of the year of their appointment as District Governor.

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### **7 Minimum number of Members**

There must be no fewer than five (5) Members at any time.

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### **8 Cessation of Membership**

- 8.1 Membership shall cease immediately on the relevant RI District ceasing to exist, or no longer being included in the Zone.
- 8.2 The Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member as soon as the Secretary becomes aware thereof.

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### **9 Custody of Books etc**

Except as otherwise provided in this Constitution, the Public Officer shall keep in their custody or under their control all records, books and other documents relating to the Association.

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## **10 Inspection of Books**

The records, books and other documents of the Association shall be open to inspection, free of charge, by a Member's personal representative of the Association at any reasonable hour.

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

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## **11 Register of Members**

11.1 The Secretary must establish and maintain a register of Members specifying:

- (a) the number of the District as notified by Rotary International.
- (b) the registered address of the RI District
- (c) the date on which the RI District became a Member; and
- (d) the name of the District Governor as appointed each year.

11.2 The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member's personal representative at any reasonable hour.

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## **12 Fees and subscriptions**

A Member is not required to pay an entrance fee, subscription, or other amount as a condition of Membership.

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## **13 Members' liabilities**

The liability of a Member to contribute towards:

- (a) the payment of the debts and liabilities of the Association; or
- (b) the costs, charges and expenses of the winding up of the Association,

is limited to the sum of \$10.

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## **14 Resolution of internal disputes**

- 14.1 Disputes between Members (in their capacity as Members), and disputes between Members and the Association, are to be dealt with in accordance with this clause 14.
- 14.2 The parties must endeavour to settle any dispute referred to in this clause by mediation. Such mediation is to be conducted by a mediator who is independent of the parties and appointed by agreement of the parties or, failing agreement within 7 days of receiving any party's notice of dispute, by a person appointed by the Chair of LEADR or the Chair's designated representative.
- 14.3 The LEADR Mediation Rules shall apply to the mediation.
- 14.4 It is a condition precedent to the right of either party to commence arbitration or litigation other than for interlocutory relief that it has first offered to submit the dispute to mediation.

## **Part 3 – The Board**

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## **15 Powers of the Board**

Subject to the Act, the Regulation, and this Constitution and to any resolution passed by the Association in General Meeting, the Board:

- (a) is to control and manage the affairs of the Association.
- (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 Members, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

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## **16 Composition of the Board**

- 16.1 The Board shall consist of:
- (a) The current RI Director or, if at any time there is no RI Director, the immediate past RI Director, or the RI Director Elect within the Zone, eligible and willing to serve on the board, and agrees to act as a director,

- (b) Five past officers of RI elected in accordance with the provisions of clause 17 and in particular Clause 17.2,
  - (c) The General Manager of RDU Pty Ltd,
  - (d) A representative of the current District Governors for each Rotary year nominated by the District Governors of all districts within the zone,
  - (e) A representative of the current District Governors Elect for each Rotary year nominated by the District Governors Elect of all districts within the zone, and
  - (f) Any additional Directors appointed under clause 16.4.
- 16.2 The term of each Director referred to in clause 16.1(b) will be three years. Any such Director is eligible for re-election after one term. However, after serving two terms, any such Director shall not be eligible for further re-election.
- 16.3 Each such Director so elected shall retire on the completion of the AGM marking the completion of the three year term.
- 16.4 The Board may appoint up to two additional Directors for a term not exceeding one year to represent additional skills and expertise considered necessary by the Board.
- 16.5 A Director appointed by the Board under clause 16.4 must be a member of a Rotary club within the Zone and shall be eligible for re-appointment at the expiry of each one year term.
- 16.6 After serving three one-year terms, a Director appointed under clause 16.4 shall not be eligible for further appointment.
- 16.7 All Directors must be financial members of a Rotary club within the Group they represent.

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## **17 Election of the Board**

- 17.1 Where a Director referred to in clause 16.1(b) is retiring at the completion of the AGM after serving a three year term or the balance of a three year term, Rotary members from the Districts in the relevant Group (see Clause 1.1 Definitions) from which the Director is retiring must elect one past officer of RI to serve as a Director for a term of three years beginning on the completion of the AGM marking the completion of the previous three year term.
- 17.2 Elections under this clause 17 shall be conducted in such a way as to ensure that each Group shall be permanently represented on the Board.

- 17.3 In the event of a tied vote in the election of a Director from a Group, the Chairman of the Board, if not a candidate, will have a deciding vote, or the Deputy Chairman, if the Chairman is a candidate, has a deciding vote.
- 17.4 In the event that the Board of RI amends the Districts within the Zone, as listed in Definitions of Groups of this constitution, the Board may propose to the Members a Special Resolution to amend the Districts nominated in Definitions under Groups.
- 17.5 The RI Director may serve concurrently on the Board as a representative of their respective Group.
- 17.6 Directors elected in accordance with clauses 16.1 (d) and (e) in the 2019-20 Rotary year, will serve as directors until 30 June of the year in which their term as Governor ends.
- 17.7 The future annual elections of the Governor Elect representative in accordance with Clause 16.1 (e) shall be conducted in such a way as to ensure that a representative is elected from Group 1 in each third year thereafter.

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## **18 Removal of Director**

The Association in General Meeting may by resolution remove any Director elected in accordance with clause 16.1(b), from that office before the expiration of the Director's term of office and may by resolution appoint another person being a member of a Rotary club within the Group of the Director so removed to hold office until the expiration of the term of office of the Director so removed.

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## **19 Meetings and quorum**

- 19.1 At its first meeting in each year immediately following the AGM, the Board shall elect from among its number, a chairperson, a deputy chairperson, and a secretary.
- 19.2 The Board must meet at least four (4) times in each period of twelve (12) months at such place and time as the Board may determine, including by electronic meetings.
- 19.3 Additional meetings of the Board may be convened by the Chairperson or by any Director.

- 19.4 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least fourteen (14) days (or such other period as may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting.
- 19.5 Notice of the meeting 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 Directors present at the meeting unanimously agree to treat as urgent business.
- 19.6 A quorum at a meeting of the Board shall be 50% of voting Directors personally present. If no quorum is present, the meeting shall be adjourned to another date of which 14 days' notice shall be given in writing to all Directors.
- 19.7 No business is to be transacted by the Board 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.
- 19.8 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.
- 19.9 At a meeting of the Board:
- (a) the Chairperson or in the Chairperson's absence, the Deputy Chairperson is to preside as chairperson, or
  - (b) if the Chairperson and the Deputy Chairperson are absent or unwilling to act as chairperson, such one of the remaining Directors as may be chosen by the Directors present at the meeting is to preside as chairperson.

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## **20 The Board – Further Provisions**

- 20.1 The Board shall satisfy itself that all books and records are properly kept, that annual accounts are prepared and are audited by an approved person in accordance with the Act, and that all returns required by law are submitted and that all other legal requirements are complied with.
- 20.2 Minutes of proceedings of all meetings of the Board shall be recorded and copies supplied to all District Governors, and to the RI Director Elect and District Governors Elect.
- 20.3 From time to time the Board may survey the Members as to their satisfaction of the magazine meeting their requirements.

- 20.4 The Board shall keep the Members informed on the conduct and affairs of the Association.
- 20.5 Between meetings of the Board the Chairperson and Deputy Chairperson shall jointly exercise such authority of the Board as the Board may delegate.
- 20.6 The office of a Director shall become vacant if such Director dies or becomes mentally incapable of performing his/her duties and responsibilities, becomes bankrupt, ceases to be a member of a Rotary club within the Zone, is absent without consent of the Board from all meetings of the Board held during any period of six (6) months, resigns office by notice in writing to the Secretary or is removed by the Members.
- 20.7 A casual vacancy on the Board from among those members of the Board elected in accordance with the provisions of clause 17.2 shall be filled by action of the relevant Group. A person elected under this provision shall serve the balance of the term of the person replaced. A vacancy in the office of Chairperson, or Deputy Chairperson shall be filled by action of the Directors.

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## **21 Secretary**

- 21.1 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of Directors,
  - (b) the names of Directors present at a Board meeting or a General Meeting, and
  - (c) all proceedings at Board meetings and General Meetings.
- 21.2 Minutes of proceedings at a meeting of Directors must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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## **22 Voting and decisions**

- 22.1 Questions arising at a meeting of the Board are to be determined by a majority of the votes of Directors present at the meeting.
- 22.2 Each Director present at a meeting of the Board (including the chairperson of at the meeting) is entitled to one vote.
- 22.3 Subject to clause 19.6, the Board may act despite any vacancy on the Board.



22.4 Any act:

- (a) by the Board, or
- (b) to the Board by a third party

is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director.

22.5 In the event of an equality of votes cast for and against a question, the chairperson of the Board meeting does not have a second or casting vote, and consequently the question is decided in the negative.

## **Part 4 – General Meeting**

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### **23 A General Meeting includes electronic meetings.**

23.1 All provisions of this Constitution relating to the meeting of Members shall apply to an electronic meeting in so far as they are not inconsistent with the provisions of this clause. The following provisions apply to an electronic meeting,

- (a) All Members for the time being entitled to receive notice of a meeting of the Members are entitled to notice of an electronic meeting,
- (b) All the Members personal representatives participating in the meeting must be linked by oral, telephone, audio-visual, internet, or other instantaneous means for the purpose of the meeting,
- (c) Notice of meeting may be given by any electronic means, and
- (d) Each of the members personal representatives taking part in the meeting must be able to hear and be heard by each of the other Members personal representatives taking part at the commencement of the meeting and each Member's personal representative so taking part is deemed to be present at the meeting,

23.2 A member's personal representative may not leave an electronic meeting by disconnecting the oral, telephone, audio-visual, internet, or other communication equipment unless that Member's

personal representative has previously notified the chairperson and has received the consent of the meeting to disconnect.

- (a) A Member's personal representative is conclusively presumed to have been present, and to have formed part of the quorum at all times during an electronic meeting unless that member's personal representative has previously obtained the express consent of the meeting to leave the meeting.

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## **24 Annual General Meetings**

- 24.1 The Association must hold its Annual General Meeting within the period of six (6) Months after the expiration of the Association's Financial Year.
- 24.2 Clause 24.1 has effect subject to any extension or permission granted by the Director-General under section 37(2)(b) of the Act.
- 24.3 The Annual General Meeting is, subject to the Act and to the provisions of this clause, to be convened on such date and at such place and time as the Board thinks fit.

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## **25 Business at Annual General Meetings**

- 25.1 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the Association during the last preceding Financial Year,
  - (c) to receive and consider the financial statement which is required to be submitted to Members under the Act, and
  - (d) to appoint an auditor in accordance with the Act.
- 25.2 An Annual General Meeting must be specified as such in the notice convening it.

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## **26 Calling of Special General Meetings**

- 26.1 The Board may, whenever it thinks fit, convene a Special General Meeting.
- 26.2 The Board must, on the requisition in writing of at least twenty-five percent (25%) of the total number of Members, convene a Special General Meeting.
- 26.3 A requisition of Members for a Special General Meeting:
- (a) must state the purpose or purposes of the meetings,
  - (b) must be signed by the personal representatives of the Members making the requisition,
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the personal representatives of the Members making the requisition.
- 26.4 If the Board fails to convene a Special General Meeting to be held within one (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 three (3) Months after that date.
- 26.5 A Special General Meeting convened by a Member as referred to in clause 26.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board and any Member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

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## **27 Notice**

- 27.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, 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.
- 27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, 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 matters required under clause 27.1, the intention to propose the resolution as a Special Resolution.

- 27.3 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 25.1.
- 27.4 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.

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## **28 Procedure**

- 28.1 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.
- 28.2 Fifty per cent (50%) of Members entitled under this Constitution to vote at a General Meeting constitute a quorum for the transaction of the business of a General Meeting.
- 28.3 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.
- 28.4 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 thirty per cent (30%) of Members) is to constitute a quorum.

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## **29 Chairperson of General Meeting**

- 29.1 The Chairperson of the Board is to preside as chairperson at each General Meeting.

- 29.2 If the Chairperson is absent or unwilling to act, the Deputy Chairperson of the Board, is to preside as Chairperson of the meeting. In the absence of both the Chairperson and the Deputy Chairperson of the Board, the Members present must elect one of their number to preside as Chairperson at the meeting.

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## **30 Adjournment**

- 30.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members personal representatives 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.
- 30.2 If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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## **31 Making of decisions**

- 31.1 A question arising at a General Meeting is to be determined on a show of hands unless a poll is demanded.
- 31.2 Unless before or on the declaration of the show of hands a poll is demanded, 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.
- 31.3 At a General Meeting, a poll may be demanded by the chairperson or by at least three (3) Members personal representatives present at the meeting.
- 31.4 If a poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

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## **32 Special Resolution**

A resolution of the Association is a Special Resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Members, as being entitled under this Constitution so to do, vote by their personal representatives at a General Meeting of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with clause 27, or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

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## **33 Voting**

- 33.1 On any question arising at a General Meeting each Member has one (1) vote only.
- 33.2 All votes must be given personally by the personal representative of the member.
- 33.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the resolution consequently fails.

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## **34 No Proxy Voting**

A Member shall not be entitled to appoint a proxy to vote on the Member's behalf.

## **Part 5 – Miscellaneous**

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### **35 Source of Funds**

35.1 The funds of the Association shall be derived from:

- (a) donations, leasing of assets and investments' income,
- (b) sponsorships, advertising, and grants, and
- (c) such other sources as the Board determines.

All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

35.2 The Association must, as soon as practicable after receiving any money, internally record such receipt and issue a receipt if requested by the Payer.

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### **36 Management of Funds**

36.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or any Member or other person in return for any service duly rendered to the Association nor prevent the payment of interest on money borrowed from any Member for any of the purposes of the Association.

36.2 All payments whether by cheque or electronic means shall be certified by any two of the persons authorised by the Board, in accordance with the policies and procedures approved by the Board from time to time.

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### **37 Alteration of Constitution**

This Constitution may be altered, rescinded, or added to only by a Special Resolution of the Association.

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## **38 Service of notices**

- 38.1 For the purpose of this Constitution, a notice may be served on or given to a Member:
- (a) by delivering it to the Member's Personal Representative personally,
  - (b) by sending it by pre-paid post to the address of the Member; or
  - (c) by sending it by some form of electronic transmission to an address specified by the Member for giving or serving of notices.
- 38.2 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 some 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.

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## **39 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 of the Associations Incorporation Regulation 2016 (NSW).
  - (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 of the Associations Incorporation Regulation 2016 (NSW), whichever is the later.
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