



QUAY LAW PARTNERS

Constitution of Zornia Inc

Under the Associations Incorporation Act 2009

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LIABILITY LIMITED BY A SCHEME APPROVED UNDER PROFESSIONAL STANDARDS LEGISLATION

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Zornia Inc Constitution

Part 1 Preliminary

1 Definitions and interpretation

1.1 Definitions

In this constitution, unless the contrary intention appears:

Act means the Associations Incorporation Act 2009 (NSW).

association means Zornia Inc, established under this constitution.

CLC means the Cumberland Land Conservancy Inc.

committee means the committee established under Part 5.

committee member means an office-bearer or an ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in clause 17(a)(i) to 17(a)(iv) (inclusive).

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 8.

Regulation means the Associations Incorporation Regulation 2022 (NSW).

secretary means the person holding office under this constitution as secretary or, 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.

subcommittee means a subcommittee established under clause 24(c).

Trust means the trust to be known as the Zornia Trust and constituted by the Trust Deed.

Trust Deed means the trust deed executed by the association not later than 14 days after the date of the establishment of the association, in the form approved by all members of the committee on or about the date .

1.2 Interpretation

In this constitution, unless the context indicates otherwise:

- (a) a reference to a document, deed or agreement includes any amendment or supplement or, or replacement or novation of, that document, deed or agreement;
- (b) a reference to legislation or a legislative provision includes any statutory modification or substitution of that legislation or legislative provision and any subordinate legislation issued under that legislation or legislative provision;

- (c) a reference to a clause is a reference to a clause of this deed poll;
- (d) headings are for convenience only and do not affect the interpretation of this constitution;
- (e) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
- (f) including and includes are not words of limitation;
- (g) the singular includes the plural and vice versa; and
- (h) a reference to a thing includes each part of that thing.

Part 2 Objects and Purposes

2 Principal purposes and objectives

The principal purposes and objectives of the association are:

- (a) to protect, conserve and restore the natural environment;
- (b) to establish and maintain partnerships with other organisations with similar purposes and objectives to the association, such as (at the date of the establishment of the association) CLC, and with the community, in each case, to conserve, support and enhance biodiversity and ecological processes, including through conservation of land and education of the public in conservation land management; and
- (c) to establish and maintain the Trust for the specific purpose of supporting the other environmental purposes and objectives of the association, as set out in this clause 2.

Part 3 Establishment of Trust

3 Constitution of Trust

Not later than 14 days after the establishment of the association, the committee will establish the Trust.

4 Funds to be held on trust and applied for the purposes and objectives

- (a) All monetary gifts received by the association, including from CLC, will be held on the terms of the Trust and must, subject to clause 4(b), be credited to an account held in the name of the Trust. The association must issue a receipt for each monetary gift to the person from whom the gift was received.
- (b) The committee may determine to invest any monetary gifts held on the terms of the Trust in alternative investments in accordance with the Trust Deed. All such monetary gifts and investments will be held on the terms of the Trust.
- (c) All interest and other returns made on monetary gifts received by the association must be held on the terms of the Trust and credited to the account held in the name of the Trust referred to in clause 4(a).
- (d) All amounts held on the terms of the Trust will be applied for the principal purposes and objectives set out in clause 3 of the Trust Deed, in the manner determined by the committee in accordance with this constitution and the Trust Deed.

Part 4 Members of association

5 Membership generally

- (a) An individual is taken to be a member of the association if:
 - (i) the person was one of the individuals on whose behalf an application for registration of the association was made under section 6(1)(a) of the Act; or
 - (ii) the person applied to be a member under clause 6(a), the application has been approved by a unanimous decision of the committee and the person has paid the membership fee in accordance with clauses 6(e) and 7.
- (b) A person (other than a person referred to in clause 5(a)(i)) is only eligible to be a member of the association if that person is approved by each existing member of the association.
- (c) A person who is not an individual is not eligible to be a member of the association.

6 Membership applications

- (a) An application by a person to be a member of the association must be:
 - (i) made in writing;
 - (ii) in the form determined by the committee;
 - (iii) be signed by each of the existing members to indicate their approval as required in accordance with clause 5(b); and
 - (iv) lodged with the secretary.
- (b) The committee may determine that an application may be made or lodged by email or other electronic means.
- (c) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (d) The committee must approve or reject an application referred to it in accordance with clause 6(c). An approval may only be given by a unanimous decision of the committee. If any member of the committee does not approve an application referred to the committee, that application will be deemed to be rejected.
- (e) As soon as practicable after the committee has decided an application referred to it in accordance with clause 6(c), the secretary must:
 - (i) give the applicant written notice of the decision, including by email or other electronic means determined by the committee; and
 - (ii) if the application is approved, inform the applicant that the applicant is required to pay the membership fee under clause 7(a) within seven days of the day the applicant received the notice.
- (f) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the membership fee in accordance with clauses 6(e)(ii) and 7(a).

- (g) The applicant becomes a member once the applicant's name is entered in the register.
- (h) If an applicant who is approved by the committee does not pay the membership fee under clause 7(a) within the time period specified in clause 6(e)(ii), the application of that applicant is deemed to be refused.

7 Membership fees

- (a) The membership fee to be paid to the association by a person whose application to be a member of the association has been approved in accordance with clause 6 is:
 - (i) \$2.00; or
 - (ii) another higher amount determined by the committee from time to time.
- (b) A member must pay to the association an annual subscription fee of \$1.00, or another amount determined by the committee, on or before the first day of each calendar year.

8 Register of members

- (a) The secretary must establish and maintain a register of members of the association.
- (b) The register:
 - (i) may be in written or electronic form; and
 - (ii) must include, for each member:
 - A. the member's full name;
 - B. a residential, postal or email address;
 - C. the date on which the person became a member; and
 - D. if the person ceases to be a member, the date on which the person ceased to be a member;
 - (iii) must be kept in New South Wales:
 - A. at the association's main premises; or
 - B. if the association has no premises, at the association's official address;
 - (iv) must be available for inspection, free of charge, by members at reasonable times during the period 9.00 am to 5.00 pm on each day which is not a Saturday, Sunday or public holiday in New South Wales; and
 - (v) if kept in electronic form, must be able to be converted to hard copy.
- (c) If the register is kept in electronic form, the requirements in clauses 8(b)(iii) and 8(b)(iv) apply as if a reference to the register is a reference to a current hard copy of the register.
- (d) A member may obtain a current hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

- (e) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (f) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (i) the information is used to send the member:
 - A. a newsletter relating to the association;
 - B. a notice for a meeting or other event relating to the association; or
 - C. other material relating to the association; or
 - (ii) it is necessary to do so to comply with a requirement of the Act or the Regulation.

9 Members' liabilities

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees owing by the member under clause 7:

- (a) the debts and liabilities of the association; and
- (b) the costs, charges and expenses of the winding up of the association.

10 Disciplinary action against members

- (a) A person may make a complaint to the committee that a member of the association has:
 - (i) failed to comply with a provision of this constitution; or
 - (ii) willfully acted in a way prejudicial to the interests of the association.
- (b) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (c) If the committee decides to deal with the complaint, the committee must:
 - (i) serve notice of the complaint on the member;
 - (ii) give the member an entitlement to make submissions to the committee about the complaint for a period specified in the notice, being at least 14 days from the day the notice is served on the member; and
 - (iii) consider any submissions made by the member.
- (d) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (i) the facts alleged in the complaint have been proved; and
 - (ii) the expulsion or suspension is warranted.
- (e) If the committee expels or suspends the member, the secretary must, within seven days of that action being taken, give the member written notice of:

- (i) the action taken;
 - (ii) the reasons given by the committee for taking the action; and
 - (iii) the member's right of appeal under clause 11.
- (f) The expulsion or suspension does not take effect until the later of the following:
- (i) the day the period within which the member is entitled to exercise the member's right of appeal expires; or
 - (ii) if the member exercises the member's right of appeal within the period, the day the association confirms the resolution under clause 11.

11 Right of appeal against disciplinary action

- (a) A member may appeal against a resolution of the committee under clause 10 by lodging a notice of appeal with the secretary within seven days of being served notice of the resolution.
- (b) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) The secretary must notify the committee that the secretary has received a notice of appeal.
- (d) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (e) At the general meeting:
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the member must be given an opportunity to state the member's case orally or in writing, or both;
 - (iii) the committee must be given the opportunity to state the committee's case orally or in writing, or both; and
 - (iv) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (f) The appeal is to be determined by a simple majority of votes cast by the members.

12 Resolution of internal disputes

- (a) The following types of disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 (NSW) for mediation:
 - (i) a dispute between two or more members of the association, but only if the dispute is between the members in their capacity as members; or
 - (ii) a dispute between one or more members and the association.
- (b) If the dispute is not resolved by mediation within three months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (c) The Commercial Arbitration Act 2010 (NSW) applies to a dispute referred to arbitration.

13 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person; and
- (b) terminates once the person ceases to be a member of the association.

14 Member resignation

- (a) A member of the association may resign from being a member by giving the secretary written notice of at least one month, or another period determined by the committee, of the member's intention to resign.
- (b) The member ceases to be a member on the expiration of the notice period.

15 Cessation of membership

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

- (a) dies;
- (b) resigns from being a member;
- (c) is expelled from the association; or
- (d) fails to pay the annual subscription fee payable under clause 7(b) within three months of the due date.

Part 5 Committee

16 Functions of committee

Subject to the Act, the Regulation and this constitution, the committee:

- (a) is to control and manage the affairs of the association;
- (b) will seek to obtain endorsement of the Association, as trustee of the Trust, for "deductible gift recipient status" in accordance with Division 30 of the Income Tax Assessment Act 1997 (Cth);
- (c) will manage the Trust, and manage and apply the Trust Fund, in accordance with the requirements of this constitution and the Trust Deed; and
- (d) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

17 Composition of committee

- (a) The committee must have five members, as elected in accordance with clause 18 consisting of the following office-bearers:
 - (i) president;
 - (ii) vice-president;

(iii) secretary; and

(iv) treasurer,

and at least one ordinary committee member.

(b) An office-bearer may hold up to two offices, other than both the offices of president and vice-president.

18 Election of committee members

(a) Any member of the association may be nominated as a candidate for election as an office-bearer or an ordinary committee member.

(b) The nomination must be:

(i) made in writing;

(ii) signed by each then existing committee member, not including the candidate, approving the nomination;

(iii) accompanied by the written consent of the candidate to the nomination; and

(iv) given to the secretary at least seven days before the date fixed for the annual general meeting at which the election is to take place.

(c) For the avoidance of doubt, if a nomination is not in the form set out in clause 18(b), it is not a valid nomination.

(d) If insufficient nominations are received to fill all vacancies:

(i) the candidates nominated are taken to be elected; and

(ii) a call for further nominations must be made at the meeting.

(e) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

(f) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(g) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(h) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

19 Terms of office

(a) Subject to this constitution, a committee member holds office from the day the member is elected until the committee member resigns or until any event referred to in clause 20 occurs in relation to that committee member.

(b) A member is eligible, if otherwise qualified, for re-election.

(c) There is no limit on the number of consecutive terms for which a committee member may hold office.

20 Vacancies in office

- (a) A casual vacancy in the office of a committee member arises if the member:
 - (i) dies;
 - (ii) ceases to be a member of the association;
 - (iii) resigns from office by written notice given to the secretary;
 - (iv) is removed from office by the association under this clause;
 - (v) is absent from three consecutive meetings of the committee without the consent of the committee;
 - (vi) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - (vii) is prohibited from being a director of a company under Part 2D.6 of the Corporations Act 2001 (Cth);
 - (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months; or
 - (ix) becomes a mentally incapacitated person.
- (b) The association in general meeting may, by resolution:
 - (i) remove a committee member from office at any time; and
 - (ii) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (c) A committee member to whom a proposed resolution referred to in clause 20(b) relates may:
 - (i) give a written statement, of a reasonable length, to the secretary; and
 - (ii) request that the committee send a copy of the statement to each member of the association at least seven days before the general meeting at which the proposed resolution will be considered.
- (d) If the committee fails to send a copy of a statement received under clause 20(c)(i) to each member in accordance with a request made under clause 20(c)(ii), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (e) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (f) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

21 Secretary

- (a) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.

- (b) The secretary must keep minutes of:
 - (i) all elections of committee members;
 - (ii) the names of committee members present at a meeting of the committee or a general meeting; and
 - (iii) all proceedings at committee meetings and general meetings.
- (c) The minutes must be:
 - (i) kept in written or electronic form; and
 - (ii) for minutes of proceedings at a meeting, signed either in writing or by electronic means, by:
 - A. the member who presided at the meeting; or
 - B. the member presiding at the subsequent meeting.

22 Treasurer

The treasurer of the association must ensure:

- (a) all money owed to the association is collected;
- (b) all payments authorised by the association are made;
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association’s activities; and
- (d) ensure that the accounts of the association and the Trust are audited on an annual basis by an auditor appointed with the approval of the committee and in the manner permitted by all applicable laws.

23 Public officer

- (a) The committee may elect a committee member to be the public officer of the association. However, in the event that no committee member wishes to assume the role of public officer, the committee may appoint a third party as the public officer of the association, provided that the third party meets all legal and regulatory requirements for the role.
- (b) The public officer of the association will serve for a term as determined by the committee and may be removed at any time by a unanimous vote of the committee. In the event of removal or resignation, the committee must appoint a replacement public officer in accordance with this clause 23 as soon as practicable.

24 Delegation

- (a) The committee may delegate any of its responsibilities, duties or functions as it considers necessary for the effective operation of the association. Delegation may be made either to external service providers, a subcommittee established under clause 24(c) or to a member of the association, in each case subject to the terms and conditions of this constitution and any other terms and conditions determined by the committee.

- (b) Without limiting clause 24(a), the committee may engage third party providers to:
 - (i) perform secretariat and accounting services for the association. These services may include, but are not limited to, administrative support, accounting, financial record-keeping, and other related services deemed necessary for the effective operation of the association; and
 - (ii) provide environmental consultancy advice and services to the association.
- (c) Without limiting clause 24(a), the committee may:
 - (i) establish one or more subcommittees to assist the committee to exercise the committee's functions; and
 - (ii) appoint one or more members of the association to be the members of the subcommittee.
- (d) The committee may delegate to a subcommittee established under clause 24(c) the exercise of the committee's functions specified in the instrument, other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the committee by the Act or another law.

25 Committee meetings

- (a) The committee must meet at least once in each 12 month period at the place and time determined by the committee.
- (b) Additional meetings of the committee may be called by any committee member.
- (c) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

26 Notice of committee meeting

- (a) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (b) The notice must describe the general nature of the business to be transacted at the meeting.
- (c) The only business that may be transacted at the meeting is:
 - (i) the business described in the notice; and
 - (ii) business that the committee members present at the meeting unanimously agree is urgent business.

27 Quorum

- (a) The quorum for a meeting of the committee is five committee members.
- (b) No business may be transacted by the committee unless a quorum is present.

- (c) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (i) to the same place; and
 - (ii) to the same time of the same day in the following week.
- (d) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (e) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint one or more members of the association as committee members to enable the quorum to be constituted.
- (f) A committee member appointed under clause 27(e) holds office, subject to this constitution, until the next annual general meeting.
- (g) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

28 Presiding committee member

- (a) The following committee member presides at a meeting of the committee:
 - (i) the president;
 - (ii) if the president is absent, the vice-president; or
 - (iii) if both the president and the vice-president are absent, one of the members present at the meeting, as elected by the other members.
- (b) The member presiding at the meeting has:
 - (i) a deliberative vote; and
 - (ii) in the event of an equality of votes, a second or casting vote.

29 Voting

Only decisions supported by all votes cast at a meeting of the committee or a subcommittee, as applicable, at which a quorum is present are decisions of the committee or subcommittee, as applicable. For the avoidance of doubt, no decision may be made by the committee or a subcommittee by a majority of votes.

30 Acts valid despite vacancies or defects

- (a) Subject to clause 27(a), the committee may act despite there being a casual vacancy in the office of a committee member.
- (b) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

31 Transaction of business outside meetings or by telephone or other means

- (a) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

- (b) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by all committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (c) The committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (d) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (i) the approval of a resolution under clause 31(b); or
 - (ii) a meeting held in accordance with clause 31(c).
- (e) A resolution approved under clause 31(b) must be recorded in the minutes of the meetings of the committee.

Part 6 General meetings of association

32 Annual general meetings

- (a) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (b) The association must hold subsequent annual general meetings within:
 - (i) six months of the last day of the association's financial year; or
 - (ii) any later period allowed or prescribed in accordance with section 37(2)(b) of the Act.
- (c) Subject to the Act and clauses 32(a) and 32(b), the annual general meeting is to be held at the place and time determined by the committee.
- (d) The business that may be transacted at an annual general meeting includes the following:
 - (i) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
 - (ii) receiving reports from the committee on the association's activities during the previous financial year;
 - (iii) electing office-bearers and ordinary committee members (if required); and
 - (iv) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

33 Special general meetings

- (a) The committee may call a special general meeting whenever the committee thinks fit.
- (b) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (c) The request:

- (i) must be in writing;
 - (ii) must state the purpose of the meeting;
 - (iii) must be signed by the members making the request;
 - (iv) may consist of more than one document in a similar form signed by one or more members;
 - (v) must be lodged with the secretary; and
 - (vi) may be in electronic form and signed and lodged by electronic means.
- (d) If the committee fails to call a special general meeting within one month of the request being lodged, one or more of the members who made the request may call a special general meeting to be held within three months of the date the request was lodged.
- (e) A special general meeting held under clause 33(d) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

34 Notice of general meeting

- (a) The secretary must give each member notice of a general meeting:
- (i) if a matter to be determined at the meeting requires a special resolution, at least 21 days before the meeting; or
 - (ii) otherwise, at least 14 days before the meeting.
- (b) The notice must specify:
- (i) the place and time at which the meeting will be held;
 - (ii) the nature of the business to be transacted at the meeting;
 - (iii) if a matter to be determined at the meeting requires a special resolution, that a special resolution will be proposed; and
 - (iv) for an annual general meeting, that the meeting to be held is an annual general meeting.
- (c) The only business that may be transacted at the meeting is:
- (i) the business specified in the notice; and
 - (ii) for an annual general meeting, business referred to in clause 32(d).
- (d) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (e) If the secretary receives a notice under clause 34(d), the secretary must specify the nature of the business in the next notice calling a general meeting.

35 Quorum

- (a) The quorum for a general meeting is three members of the association entitled to vote under this constitution.

- (b) No business may be transacted at a general meeting unless a quorum is present.
- (c) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (i) if called on the request of members, is dissolved; or
 - (ii) otherwise, is adjourned:
 - A. to the same time of the same day in the following week; and
 - B. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least one day before the adjourned meeting.
- (d) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least two members present, the members present constitute a quorum.

36 Adjourned meetings

- (a) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (b) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (c) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least one day before the adjourned meeting, of:
 - (i) the time and place at which the adjourned meeting will be held; and
 - (ii) the nature of the business to be transacted at the adjourned meeting.

37 Presiding member

- (a) The following member presides at a general meeting:
 - (i) the president;
 - (ii) if the president is absent, the vice-president; or
 - (iii) if both the president and the vice-president are absent, one of the members present at the meeting, as elected by the other members.
- (b) The member presiding at the meeting has:
 - (i) a deliberative vote; and
 - (ii) in the event of an equality of votes, a second or casting vote.

38 Voting

- (a) A member is not entitled to vote at a general meeting unless the member:
 - (i) is at least 18 years of age; and
 - (ii) has paid all money owed by the member to the association.

- (b) Each member has one vote, except as provided by clause 37(b)(ii).
- (c) A question raised at the meeting must be decided by:
 - (i) a show of hands;
 - (ii) if clause 40 applies, an appropriate method as determined by the committee; or
 - (iii) a written ballot, but only if:
 - A. the member presiding at the meeting moves that the question be decided by ballot; or
 - B. all members present at the meeting agree the question should be determined by ballot.
- (d) If a question is decided using a method referred to in clause 38(c)(i) or 38(c)(ii), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (i) a declaration by the member presiding at the meeting; or
 - (ii) an entry in the association's minute book.
- (e) A written ballot must be conducted in accordance with the directions of the member presiding.
- (f) A member cannot cast a vote by proxy.

39 Postal, electronic or combined ballots

- (a) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 11.
- (b) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

40 Transaction of business outside meetings or by telephone or other means

- (a) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (b) If the association transacts business by the circulation of papers, a written resolution, approved in writing by all members, is taken to be a decision of the association made at a general meeting.
- (c) The association may transact its business at a general meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (d) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (i) the approval of a resolution under clause 40(b); or
 - (ii) a meeting held in accordance with clause 40(c).
- (e) A resolution approved under clause 40(b) must be recorded in the minutes of the meetings of the association.

Part 7 Administration

41 Certain provisions of constitution not to be amended

Notwithstanding any other provision of this constitution, no amendments may be made to Part 3 of this constitution, clauses 2, 5, 6, 18, 41, 42, 43, 45 or 50 of this constitution or this clause 41 (including, for the avoidance of doubt, in respect of each provision of this constitution referred to in this clause 41, the defined terms used in those provisions), except by:

- (a) a unanimous resolution of all members of the committee; and
- (b) a unanimous resolution of all members of the association.

42 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made as permitted in accordance with the Act and this constitution must be made by:

- (a) the public officer; or
- (b) a committee member.

43 Funds

- (a) The association's funds may be derived from the following sources only:
 - (i) the membership fees and annual subscription fees payable by members;
 - (ii) bequests;
 - (iii) donations; and
 - (iv) other sources as determined by the committee from time to time.
- (b) The association's funds and assets must be applied in accordance with Part 3 and in furtherance of the association's purposes and objectives as set out in clause 2.
- (c) A cheque or other negotiable instrument must be signed by two authorised signatories.

44 Insurance

- (a) The association may take out and maintain insurance as appropriate for the association's assets and liabilities.
- (b) Without limiting clause 44(a), the association will, at all times, maintain and carry a comprehensive officers' liability insurance policy to provide protection and indemnification for the members of the committee.

45 Non-profit status

- (a) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

- (b) Without limiting clause 45(a), no committee member or member is entitled to receive an remuneration for services provided for the benefit of the association or the Trust.
- (c) Nothing in clause 45(a) or 45(b) restricts the ability of the association to reimburse members of the committee for disbursements directly incurred by the relevant committee member in carrying out its obligations as a committee member.

46 Service of notices

- (a) For the purposes of this constitution, a notice may be given to or served on a person:
 - (i) by delivering the notice to the person personally;
 - (ii) by sending the notice by pre-paid post to the address of the person; or
 - (iii) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (b) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (i) for a notice given or served personally, on the date on which the notice is received by the person;
 - (ii) for a notice sent by pre-paid post, on the date on which the notice would have been delivered in the ordinary course of post; or
 - (iii) for a notice sent by electronic transmission:
 - A. on the date the notice was sent; or
 - B. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date, on the later date.

47 Custody of records and books

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

- (a) at the association’s main premises, in the custody of either of the following persons, as determined by the committee:
 - (i) the public officer; or
 - (ii) a member of the association; or
- (b) if the association has no premises, at the association’s official address, in the custody of the public officer.

48 Inspection of records and books

- (a) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (i) this constitution;
 - (ii) minutes of committee meetings and general meetings of the association; and

- (iii) records, books and other documents relating to the association.
- (b) A member may inspect a document referred to in clause 48(a):
 - (i) in hard copy; or
 - (ii) in electronic form, if available.
- (c) A member may obtain a hard copy of a document referred to in clause 48(a) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (d) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (i) that relates to confidential, personal, commercial, employment or legal matters; or
 - (ii) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

49 Financial year

The association's financial year is:

- (a) the period commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

50 Distribution of property on winding up

- (a) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (i) with similar objects; and
 - (ii) which is not carried on for the profit or gain of the organisation's members.
- (b) In this clause **surplus property** has the same meaning as in section 65 of the Act.