

Constitution of Upper Hunter Show Incorporated

Incorporation No: Y0201230

Under the *Associations Incorporation Act 2009*

Date: _____

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Part 1 – Preliminary

1 Definitions

1.1 In this constitution:

Committee means a committee delegated by the Executive in accordance with clause 24 of this Constitution.

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

Executive means the governing body of the Association and means the same as the “Committee” as defined under the Act.

Executive Member means a person who is elected or approved under this Constitution as an executive member of the Association and means the same as “Committee Member” as defined under the Act.

Muswellbrook Showground means the property owned or operated by the Association which is known as the Muswellbrook Showground from time to time. As at 2015 the Muswellbrook Showground is at Maitland Road Muswellbrook but it may be changed by Special resolution of the Association from time to time PROVIDED THAT the location of the Muswellbrook Showground must be located within the Shire of Muswellbrook.

Secretary means:

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

Special General Meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

1.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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 were an instrument made under the Act.

2 Title

The title of the association is the Upper Hunter Show Incorporated, hereinafter referred to as “the association”, and the headquarters of the association are at the Muswellbrook Showground, Muswellbrook, where all meetings shall be held unless otherwise ordered by the Executive.

3 Objects

The objects of the association are:

- (a) to promote the development of the agricultural, horticultural, industrial and mining resources, art and cultural interests in the Muswellbrook Shire and surrounding districts;
- (b) to hold events, exhibitions and gymkhanas on the Muswellbrook Showground, or such other places as may be decided for the display of horses, cattle, dogs, poultry and other livestock, horticultural and agricultural produce of all kinds together with such other subjects of manufacture produce or the arts as may be determined;
- (c) to promote such other objects and undertake such other activities as may tend to advancement of the agricultural, horticultural, industrial, mining, recreational, art and cultural interests of the Muswellbrook Shire and the associated district;
- (d) to purchase or otherwise acquire any land, buildings or other property or rights within the Shire of Muswellbrook which the association may deem necessary for the promotions of its objects. The Executive shall have the power to borrow or raise or secure the payment of money in such manner as it shall consider expedient, and also to sell, improve, mortgage or otherwise deal with the property and rights of the association;
- (e) to let, licence, sell or otherwise deal with or manage the Muswellbrook Showground in such manner as is determined by the Association from time to time; and
- (f) to invest the funds of the association, in such manner and in such securities as may be determined, from time to time, by the Executive.

4 Affiliation

The association is to establish relations with societies of a similar character in New South Wales by way of affiliation to the appropriate Agricultural Societies group and the Agricultural Societies Council of NSW.

Part 2 - Membership

5 Membership generally

5.1 A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person has been nominated and approved for membership of the association in accordance with clause 6.

5.2 A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or

- (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
- (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

5.3 A person is taken to be a life member of the association if:

- (a) the person is a natural person, and
- (b) the person is a member of the association, and
- (c) the person has been nominated and approved for life membership of the association in accordance with clause 6.

5.4 A life member of the association:

- (a) shall not be liable to pay annual membership fee, and
- (b) may be elected as office-bearer.

5.5 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6(1)(a) of the Act was made.

6 Nomination for membership or life membership

6.1 A nomination of a person for membership or life membership of the association:

- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
- (b) must be lodged with the Secretary of the association.

6.2 As soon as practicable after receiving a nomination for membership or life membership, the Secretary must refer the nomination to the Executive which is to determine whether to approve or to reject the nomination.

6.3 As soon as practicable after the Executive makes that determination, the Secretary must:

- (a) notify the nominee, in writing, that the Executive approved or rejected the nomination (whichever is applicable), and
- (b) if the Executive approved the nomination, request the nominee to pay (within the period of twenty eight (28) days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

6.4 The Secretary must, on payment by the nominee of the amounts referred to in clause 6.3(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member or life member of the association.

7 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 11.2 within three (3) months after the fee is due.

8 Membership entitlements not transferable

- 8.1 A right, privilege or obligation which a person has by reason of being a member or life member of the association:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

9 Resignation of membership

- 9.1 A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least one (1) month (or such other period as the Executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 9.2 If a member of the association ceases to be a member under clause 9.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Register of members

- 10.1 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 person who is a member of the association together with the date on which the person became a member.
- 10.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- 10.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 10.4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 10.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 10.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

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

11 Fees and subscriptions

- 11.1 A member of the association must, on admission to membership, pay to the association a joining fee of \$10 or, if some other amount is determined by the Executive, that other amount.
- 11.2 In addition to any amount payable by the member under clause 11.1, a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Executive, that other amount:
 - (a) except as provided by paragraph 11.2(b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

12 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13 Resolution of disputes

- 13.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983* (or if the Act is discontinued then the New South Wales legislation which most closely fulfils the same function).
- 13.2 If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 13.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration (or if the Act is discontinued then the New South Wales legislation which most closely fulfils the same function).

14 Disciplining of members

- 14.1 A complaint may be made to the Executive 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.
- 14.2 The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 14.3 If the Executive decides to deal with the complaint, the Executive:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- 14.4 The Executive 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.
- 14.5 If the Executive expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under clause 15.
- 14.6 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 15, whichever is the later.

15 Right of appeal of disciplined member

- 15.1 A member may appeal to the association in general meeting against a resolution of the Executive under clause 14, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a member under clause 15.1, the Secretary must notify the Executive which is to convene a general meeting of the association to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 15.4 At a general meeting of the association convened under clause 15.3:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Executive 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.
- 15.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Executive

16 Powers of the Executive

- 16.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Executive:
 - (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 members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the association.

17 Composition and membership of Executive

- 17.1 The total number of Executive Members is to be seven (7).
- 17.2 The office-bearers of the association are as follows:
 - (a) the president, and
 - (b) three vice-presidents, and
 - (c) the treasurer, and
 - (d) the Secretary, and
 - (e) the public officer.
- 17.3 NoA Executive Member may hold another office other than the public officer who may also hold the office of treasurer or Secretary.
- 17.4 Each member of the Executive is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- 17.5 The Executive may create Committees to which delegations of powers and obligations in respect of specified objects and purposes of the Association may be made by the Executive from time to time.
- 17.6 A Executive member may be a member of a Committee.
- 17.7 The aggregate number of subcommittee members of all Committees in total will not exceed 44.
- 17.8 Committee members will be entitled to attend and speak at Executive meetings in respect of activities of the Association relevant to the delegation of that Committee.

18 Election of Executive Members

- 18.1 Nominations of candidates for election as office-bearers of the association or as Executive Members:
 - (a) must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of office-bearers and Executive Members of the Executive is to be conducted at the annual general meeting in such usual and proper manner as the Executive may direct.
- 18.7 A person nominated as a candidate for election as an office-bearer or as a Executive Member of the association must be a member of the association.

19 Secretary

- 19.1 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.
- 19.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Executive, and
 - (b) the names of members of the Executive present at a Executive meeting or a general meeting, and
 - (c) all proceedings at Executive meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20 Treasurer

- 20.1 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;
 - (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association; and
 - (c) an annual audit of the financial records be carried out.

21 Casual vacancies

- 21.1 In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 21.2 A casual vacancy in the office of a member of the Executive occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or

- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive from three (3) consecutive meetings of the Executive, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 Removal of Executive Members

- 22.1 The association in general meeting may by resolution remove any member of the Executive from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the Executive to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Executive meetings and quorum

- 23.1 The Executive must meet at least four (4) times in each period of 12 months at such place and time as the Executive may determine.
- 23.2 Additional meetings of the Executive may be convened by the president or by any member of the Executive.
- 23.3 Oral or written notice of a meeting of the Executive must be given by the Secretary to each member of the Executive at least forty eight (48) hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under clause 23.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any four (4) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 23.6 (No business is to be transacted by the Executive 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.

- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 23.8 At a meeting of the Executive:
- (a) the president or, in the president's absence, a vice-president is to preside, or
 - (b) if the president and the vice-presidents are absent or unwilling to act, such one of the remaining members of the Executive as may be chosen by the members present at the meeting is to preside.
- 23.9 Members of the Executive must attend at least 75% of all Executive meetings. Executive Members who fail to attend 75% of all Executive meetings without a valid excuse shall vacate their office. A valid excuse for the purposes of this clause includes being unavailable for a meeting due to work commitments, sickness or on compassionate grounds.

24 Delegation by Executive to Committee

- 24.1 The Executive may, by instrument in writing, delegate to one or more Committees (consisting of such member or members of the association as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument or as may be required in the execution of the specific duties delegated to the Committee particularly with respect to the annual Upper Hunter Show, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Committee in accordance with the terms of the delegation.
- 24.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Despite any delegation under this clause, the Executive may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive.
- 24.6 The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 24.7 A Committee may meet and adjourn as it thinks proper or as may be required in the exercise of its functions with such meetings to be in addition to any Special General Meetings of the association held in accordance with clause 28.

GENERAL COMMITTEE

- 24.8 The Executive must establish a Committee called the "General Committee" with such general functions as the Executive may determine (after consultation with the members) by a delegation made under this clause 24.

- 24.9 The General Committee will have no more than forty-four (44) members representing the various elements of the purposes and objects of the Association.
- 24.10 The General Committee will have such powers and obligations as are conferred upon it from time to time including (without limitation) the planning and execution of the annual agricultural show at Muswellbrook and the management and maintenance of the Showground (subject to the oversight of the Executive).

25 Voting and decisions

- 25.1 Questions arising at a meeting of the Executive or of any Committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or Committee present at the meeting.
- 25.2 Each member present at a meeting of the Executive or of any Committee appointed by the Executive (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to clause 23.5, the Executive may act despite any vacancy on the Executive.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a Committee appointed by the Executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or Committee.

Part 4 - General meetings

26 Annual general meetings - holding of

- 26.1 The association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.
- 26.2 The association must hold its annual general meetings:
- (a) within three (3) months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27 Annual general meetings - calling of and business at

- 27.1 The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the Executive thinks fit.
- 27.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Executive reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and general Executive members,

- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

27.3 An annual general meeting must be specified as such in the notice convening it.

28 Special General Meetings - calling of

28.1 The Executive may, whenever it thinks fit, convene a Special General Meeting of the association.

28.2 The Executive must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a Special General Meeting of the association.

28.3 A requisition of members 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 in a similar form, each signed by one or more of the members making the requisition.

28.4 If the Executive 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.

28.5 A Special General Meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive .

29 Notice

29.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 29.1, the intention to propose the resolution as a special resolution.

29.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27.2.

29.4 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.

30 Quorum for general meetings

- 30.1 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.
- 30.2 Ten (10) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 30.3 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 at the same place.
- 30.4 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 nine (9)) are to constitute a quorum.

31 Presiding member

- 31.1 The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the association.
- 31.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.
- 31.3 The chairperson will endeavour to maintain good order and conduct of those in attendance at meetings.

32 Adjournment

- 32.1 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.
- 32.2 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 of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 32.3 Except as provided in clauses 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33 Making of decisions

- 33.1 A question arising at a general meeting of the association is to be determined by either:
- (a) a show of hands, or
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot.

- 33.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 33.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

34 Special resolutions

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

35 Voting

- 35.1 On any question arising at a general meeting of the association a member has one (1) vote only.
- 35.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 35.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- 35.4 A member is not entitled to vote at any general meeting of the association if the member is under eighteen (18) years of age.

36 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

37 Postal ballots

- 37.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- 37.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

38 Insurance

The association must effect and maintain insurance.

39 Funds - source

- 39.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Executive determines.
- 39.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

- 39.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- 40.1 Subject to any resolution 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 Executive determines, provided that the association is prohibited from paying dividends or distributing its profits or income to its members.
- 40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Executive or employees of the association, being members or employees authorised to do so by the Executive.

41 Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Executive member.

42 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.

43 Inspection of books etc.

- 43.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
- (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all Executive meetings and general meetings of the association.
- 43.2 A member of the association may obtain a copy of any of the documents referred to in clause 43.1 on payment of a fee of not more than \$1 for each page copied.

44 Service of notices

- 44.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 44.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (d) It is the duty of each member to notify the association of any changes to contact details.

45 Financial year

45.1 The financial year of the association is:

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

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

46 Surplus Property

- 46.1 In the event of the winding up or the cancellation of the incorporation of the association, the assets and funds on hand shall, after payment of all expenses and liabilities, be vested in such registered or exempted charity or incorporated association as a majority of members present at a general meeting may decide.
- 46.2 Any incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.

Appendix 1. Application for membership of association

(Clause 6.1)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....
[name of association]

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

I,

[full name of applicant]

of

[address]

.....
[occupation]

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