

The constitution of



Armidale Roller Derby Inc.

(Incorporation number INC9897752)

Adopted by special resolution of the association at the
special general meeting of
18 January 2014.

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Part 1 – Preliminary

0. Name, objects and powers of the association

- (1) The name of the association is: 'Armidale Roller Derby Inc.'
- (2) The objects of the association are to
 - (a) conduct, encourage, promote, advance and administer roller derby in Armidale and the New England region;
 - (b) advance the operations and activities of the association throughout Armidale and the New England region;
 - (c) represent the interests of its members and of roller derby generally in any appropriate forum in Armidale and the New England region;
 - (d) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of roller derby in Armidale and the New England region;
 - (e) promote the health and safety of members and all other participants in roller derby in Armidale and the New England region;
 - (f) seek and obtain improved facilities for the enjoyment of roller derby in Armidale and the New England region;
 - (g) strive for government, commercial and public recognition of the association as the controlling body for roller derby in Armidale;
 - (h) affiliate and otherwise liaise with national and state umbrella organisations of which the association is a member and adopt their rule and policy frameworks to an extent necessary to further the interests of the sport of roller derby;
 - (i) develop, promulgate and advocate international uniformity and openness in the application of rule sets, policies and procedures of roller derby necessary for the promotion, management and advancement of roller derby;
 - (j) further develop roller derby into an organised institution and with these objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members; and
 - (k) have regard to the public interest in its operations;
- (3) The association will, for the purpose for furthering the objects of the association, in addition to the rights, powers and privileges provided under the Act, have the power to
 - (a) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the objects of the association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with any part of the rights or property of the association, whether subject to any charges or encumbrances or not and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
 - (b) construct, maintain and alter any houses, buildings, grounds, courses, conveniences or works necessary or convenient for the purposes of, or which seem likely to advance, the association;

- (c) borrow funds as it may think fit, including on bonds or mortgage or other security of any property held for or on behalf of the Association or without any such security;
- (d) take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate, and take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the association's property sold, or any money due to the association from any purchasers or others;
- (e) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable and transferable instruments;
- (f) receive money on deposit with or without allowance of interest thereon, and invest and deal with any monies of the association not immediately required for the objects of the association, in such manner as may from time to time be determined by the committee;
- (g) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (h) take any gift of property whether subject to any special trust or not for any one or more of the objects of the association, provided the association shall only deal with any such trusts in such manner as is allowed by law;
- (i) lend and advance money to, give credit to, or otherwise assist, any person or body corporate, including to guarantee or indemnify any person's or body corporate's performance;
- (j) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the association in the form of donations, annual subscriptions or otherwise;
- (k) subscribe to, become a member of, co-operate with or amalgamate with any one or more other organisations whether incorporated or not whose objects are similar, in whole or in part, to those of the association, provided that other organisation prohibits the distribution of its income and property amongst its members at least to the extent provided under the rules of the association;
- (l) purchase or otherwise acquire and undertake all or any part of the property, assets and liabilities of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the association, or with which the association is authorised to amalgamate, for any purpose calculated to benefit the association;
- (m) transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
- (n) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees, athletes, administrators and other persons, in and for the carrying out of the objects of the association and remunerate those individuals or office bearers of the association in return for services rendered to the association, salaries, wages and gratuities, as appropriate provided that the appointment or remuneration protocols do not conflict with the rules or the Act and that suitable conflict of interest policies are in place;
- (o) print and/or publish any website, newspapers, periodicals, books, leaflets or Internet content and develop and implement any computer system or software package that the association may think desirable for the promotion of its objects, and produce, develop, create, licence and otherwise exploit, use and protect the association's intellectual property;
- (p) buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for members or other persons frequenting the premises or facilities of or under the control of the association;

- (q) subscribe to any charities and to grant donations for any public purpose;
- (r) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the association and for that purpose, to utilise any of the assets of or held on behalf of the association;
- (s) promote any other person or company for any purpose calculated to benefit the association;
- (t) enter into arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association, and to obtain rights, privileges and concessions from such government or authority and carry out, exercise and comply with any such rights, privileges and concessions; and
- (u) do all such acts and things as are incidental, conducive or subsidiary to all or any of the objects of the association.

1. Definitions and interpretation

- (1) In this constitution certain terms have special definitions:
 - (a) The term '**financial year**' means the period from 1 January to 31 December each year.
 - (b) The term '**ordinary committee member**' means a member of the committee who is not an office-bearer of the association.
 - (c) The term '**secretary**' means
 - (i) the member holding office under this constitution as secretary of the association; or
 - (ii) if no such member holds that office, the public officer of the association.
 - (d) The term '**the Act**' means the *Associations Incorporations Act 2009*.
 - (e) The term '**the Regulation**' means the *Associations Incorporation Regulation 2010*.
 - (f) The term '**the rules**' means this constitution and all by-laws, regulations, guidelines, policies, procedures, forms and codes of conduct of the associations.
- (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; and
 - (c) a reference to 'writing' shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a communicable and readily understood form, including messages sent by electronic means.
- (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.

Part 2 – Memberships

2. Memberships generally and effect of membership

- (1) The association provides the following classes of membership
 - (a) personal membership; and
 - (b) corporate membership.
- (2) Personal membership of the association
 - (a) is available to a person if
 - (i) the person is a natural person (excludes, corporations, associations and other non-person entities); and
 - (ii) the person has been nominated and approved for membership of the association in accordance with clause 3;
 - (b) is granted to a person 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;
 - (c) is to take one of the following forms
 - (i) ordinary - granted to members if they are a natural person over 18 years of age; or
 - (ii) junior - granted to members if they are a natural person under 18 years of age; and
 - (d) in junior form
 - (i) is automatically changed to ordinary form when the member is 18 years of age and has paid all necessary fees and subscriptions;
 - (ii) prevents the member being nominated to stand for election to any office of the committee and from being appointed to the committee by resolution of the committee or the association in a general meeting (subject to subclause 22(4) any nomination, appointment or resolution made to this effect will be null and void); and
 - (iii) only entitles the member to vote at a general meeting of the association in accordance with subclause 32(4).
- (3) Corporate membership of the association
 - (a) is available to a corporation, an association incorporated or unincorporated, a body politic or any other non-person entity if the entity has been nominated and approved for membership of the association in accordance with clause 3;
 - (b) entitles the member to
 - (i) one vote (and may not purchase additional memberships/votes) via a nominated representative at any general meeting of the association;
 - (ii) hold proxy votes;
 - (iii) hold any office of the committee via a nominated representative only while that representative does not hold another office of the committee (the nominated representative is not allowed to have two votes on the committee); and
 - (iv) change the nominated representative from time to time, at the corporate member's discretion, subject to notice being given in writing to the secretary and committee approval;
 - (c) requires the member to act via a nominated representative who
 - (i) must be nominated in accordance with the associations by-laws;
 - (ii) must be approved by the committee;
 - (iii) must be over 18 years of age;
 - (iv) need not be a member of the association; and
 - (v) may be appointed to a sub-committee by the committee; and

- (d) is not automatically renewable; the committee may at its discretion require a corporate member to apply to the committee to have its membership renewed each financial year.
- (4) Members acknowledge and agree
- (a) that the rules constitute a contract between each of them and the association and that they are bound by these rules;
 - (b) that they shall comply with and observe the rules and any determination, resolution or policy which may be made or passed by the committee;
 - (c) that by submitting to the rules they are subject to the direction and jurisdiction of the association;
 - (d) that the rules are necessary and reasonable for promoting the objects of the association; and
 - (e) that they are entitled to all benefits, advantages, privileges and services of the association granted by the class and form of membership held by the member.

3. Nomination for membership

- (1) A nomination for membership of the association
- (a) must be made in writing by a member of the association in accordance with the association's by-laws; and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable, after receiving a nomination for membership the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.
- (3) As soon as practicable, after the committee makes a determination about a nomination the secretary must
- (a) regardless of the determination, notify the nominee in writing that the committee approved or rejected the nomination; and
 - (b) if the committee approved the nomination, request the nominee to pay a membership admission fee and an annual subscription fee as described in clause 8.
- (4) Once the committee is notified or otherwise becomes aware that the nominee has paid, in total, to the association the amounts referred to in subclause 3(3)(b) the secretary must as soon as is practicable 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 of the association. Should an approved nominee fail to pay the membership admission fee within the period specified in subclause 4(d) that approved nomination is null and void and the nominee does not become a member.

4. Cessation of membership

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

- (a) dies (or, in the case of a corporate member, is wound up or otherwise dissolved); or
- (b) resigns membership; or
- (c) is expelled from the association; or
- (d) fails to pay, in total, the membership fees as specified under clause 8 within 3 months of the fee being due, or a later timeframe as determined by the committee.

5. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another entity; and
- (b) terminates on cessation of that membership.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or such other period as the committee 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.
- (2) If a member of the association ceases to be a member under subclause 6(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.

7. Register of members

- (1) The public officer of the association must establish and maintain a copy of the register of members of the association specifying the name and postal or residential address of each member of the association together with the date on which they became a member.
- (2) The register of members must be accessible in New South Wales
 - (a) at the main premises of the association, or if the association has no premises, at the association's official address; or
 - (b) via a ubiquitous technological mechanism.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register after
 - (a) giving the secretary 30 days notice; and
 - (b) on payment of a fee of not more than \$1 for each membership record copied.
- (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.
- (6) A member must not use information about another member obtained from the register to contact or send material to that member other than for the purposes of communicating to the member:
 - (a) a notice in respect of a meeting or other event relating to the association; or
 - (b) other material relating to the association; or
 - (c) information necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a membership admission fee and an annual subscription fee. The membership admission fee and annual subscription fee are due and payable immediately on notice to the nominee that the nomination has been approved.
- (2) Each financial year members of the association will pay to the association the annual subscription fee.
- (3) Personal members will concurrently maintain, as required by the committee, a class of membership with an affiliated state or national sporting association. This may incur upon the member additional annual subscription fees payable to the association or payable to that state or national sporting association.
- (4) The membership admission fee and annual subscription fee amounts as well as the due dates, terms and available payment methods are to be documented in the association's by-laws and shall not be excessive.

9. 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 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member and the association will, where possible, be resolved using a dispute resolution or grievance policy as documented in the association's by-laws. If a dispute is not able to be resolved using this process the matter is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association
 - (a) has refused, neglected or failed to comply with the rules; 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 may do so by implementing policies and procedures documented in the association's by-laws; providing that, those policies and procedures
 - (a) cause notice of the complaint to be served on the member concerned;
 - (b) give the member at least 7 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - (c) take into consideration any submissions made by the member in connection with the complaint.
- (4) If after considering the complaint and any submissions made in connection with the complaint, the committee is satisfied that the facts alleged in the complaint have been proved, it may by resolution impose upon the member any one or more of the following penalties it thinks is warranted under the circumstances presented:
 - (a) expel the member from the association;
 - (b) suspend the member from membership of the association;
 - (c) levy a monetary fine on the member;
 - (d) require other restitution to be made by the member.
- (5) If the committee imposes a penalty on a member in accordance with subclause 11(4) the secretary must, within 7 days after the resolution being made, cause written notice to be given to the member detailing the action taken, the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The penalty 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) until the association confirms the resolution under clause 12, if the member exercises the right of appeal.

12. Right of appeal of disciplined member

- (1) A member may exercise the right of appeal against a resolution of the committee under clause 11 by lodging, with the secretary, a notice to that effect within 7 days of receiving notice of the resolution.
- (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.
- (3) On receipt of a notice from a member under subclause 12(1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause 12(3)
 - (a) no business other than the question of the appeal is to be transacted;
 - (b) the committee and the member must be given the opportunity to state their respective cases orally, in writing or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 – The committee

13. Powers of the committee

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

- (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 of the association;
- (c) may formulate, issue, define, adopt, set, revoke and amend the by-laws of the association, and shall maintain, interpret and make available the association's by-laws to and for the association's members. Such by-laws must be consistent with the objects of the association;
- (d) shall, as a duty under the *Interpretation Act 1987*, be responsible for interpreting the meaning and intentions of this constitution; and
- (e) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than;
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to 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.
- (4) Despite any delegation under this clause the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

15. Composition and membership of committee

- (1) The committee is to consist of
 - (a) the office-bearers of the association; and
 - (b) up to three ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 16.
- (2) The total number of committee members is to be seven.
- (3) The office-bearers of the association are as follows
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
- (4) A committee member may hold up to two offices (this does not entitle the member to more than one vote at a committee meeting) provided that
 - (a) no member simultaneously holds both the president and vice-president offices; and
 - (b) a person acting as a nominated representative of a corporate member does not hold multiple offices in a manner that would entitle that person to more than one vote.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers or ordinary committee members of the association
 - (a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled the members nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A member nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

17. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting;
 - (c) all proceedings at committee meetings and general meetings; and
 - (d) business conducted via a standing virtual quorum.
- (3) Minutes of proceedings at a meeting must be endorsed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

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

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

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the next annual general meeting following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member
 - (a) dies (or, in the case of a corporate member, is wound up or otherwise dissolved); or
 - (b) resigns office by notice in writing given to the secretary; or
 - (c) ceases to be a member of the association; or
 - (d) is absent without the consent of the committee from three consecutive meetings of the committee; or
 - (e) is removed from office under clause 20; or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
 - (g) becomes a mentally incapacitated person; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (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.
- (3) A casual vacancy in an office of the committee occurs if at any time other than the association is meeting at an annual general meeting
 - (a) the Director-General or the Act requires of the association to assign any additional offices to the committee; or
 - (b) the composition and membership of the committee changes in any way, such as through constitutional change, to effect the creation of an office not previously represented in a functionally commensurate way in the existing composition and membership of the committee.

20. Removal of committee members

- (1) The association in a general meeting may by resolution remove any member of the committee from their office on the committee before the natural expiration of the member's term of office and may by resolution appoint another member to hold that office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause 20(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.
- (3) If, as a result of constitutional change, an office of the committee is no longer represented in the description of the composition and membership of the committee by a functionally commensurate office then any member holding the unrepresented office is removed from the committee. A member removed from the committee by this subclause may be appointed to a casual vacancy of the committee by the remaining members of the committee.

21. Committee meetings and quorum

- (1) The committee must meet at least four times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause 21(3) must specify the general nature of the business to be transacted at the meeting. No business other than specified business is to be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting is to stand adjourned to be reconvened via the process described in subclause 21(3).
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the meeting is to be dissolved.
- (8) At a meeting of the committee
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act one of the remaining members of the committee, as may be chosen by the members present at the meeting, is to preside.

- (9) The committee may, in the spirit of section 30(2) of the Act, use technology to facilitate the transaction of business. Any technology may be used by committee members to establish a standing virtual quorum. A standing virtual quorum is established when all of the following conditions are met:
- (a) At least three members of the committee hold office.
 - (b) All standing members of the committee have reasonable access to the technology (including the ability to participate).
 - (c) The technology provides for suitable, proper and appropriate (for the technology) meeting protocols to be followed including but not limited to the recording of any business transacted in the minutes.
 - (d) Committee members have unanimously agreed to use the technology to transact association business.
- (10) When a standing virtual quorum is present the committee may, subject to this constitution, transact any business or perform any function that the committee is normally able to transact or perform in a committee meeting under quorum.
- (11) The committee may, if it thinks fit, use electronic media and any other technology including normal post to garner feedback, input, and votes on question (that would otherwise be raised at a general meeting) from the membership to facilitate open and transparent decision making processes.
- (12) In regard to subclause 21(11) the committee is not bound in action to any result of the consultation process.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee delegated to by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the presiding member) is entitled to one vote but the presiding member may exercise a second or casting vote in the event of an equality of votes.
- (3) Subject to subclause 21(5) the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a delegated sub-committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) A voting member of the committee or any sub-committee may appoint another voting member of that committee as their proxy. Voting by proxy will be allowed at any committee or sub-committee meeting subject to the following rules:
 - (a) A voting member of the committee or any sub-committee may not hold more than one proxy.
 - (b) A proxy given for a committee or sub-committee meeting has effect for only one meeting and lapses after that meeting.
 - (c) A proxy may only be exercised if a notice of proxy is given to the secretary of that meeting before the start of the meeting at which the proxy is to be exercised and the notice of proxy
 - (i) includes the name of the voting member;
 - (ii) includes the name of the authorised proxy;
 - (iii) identifies the specific meeting at which the proxy will be exercised; and
 - (iv) indicates if the proxy is able to vote on any question put to a vote at the meeting or if the proxy is only able to vote in relation to a specified question or item of business.
 - (d) Proxy votes are not to be counted for the purpose of achieving a quorum at a committee or sub-committee meeting.
- (6) In circumstances where decisions are required to be made that do not allow the committee opportunity to follow normal meeting rules a member of the committee may act with the authority of the association if that member tries, with all due diligence, to follow established protocol and procedure before making a decision to act on behalf of the association.
- (7) Decisions and acts taken by a member or members of the committee under subclause 22(6) will be subject to review in regard to subclause 11(1)(b) if the committee thinks it fit to do so.

Part 4 – General meetings

23. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings
 - (a) within 6 months after the close of the association's financial year (as defined in this constitution); or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (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
 - (a) confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting **if any of those minutes are not already confirmed by some other means;**
 - (b) presentation and consideration of committee reports on the activities of the association during the last preceding financial year;
 - (c) presentation and consideration of any financial statement or report required to be submitted to members under the Act; and
 - (d) the election of office-bearers of the association and ordinary committee members.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by 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 members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 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 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause 25(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

- (1) The period of notice for a general meeting (including the annual general meeting) is 14 days unless there is business proposed to be dealt with at the general meeting requiring a special resolution of the association, in which case the period of notice is 21 days.
- (2) The secretary must give notice of a general meeting to the members of the association and in the notice specify
 - (a) the place, date and time of the meeting;
 - (b) the nature of the business proposed to be transacted at the meeting;
 - (c) a notice of motion for any proposed special resolution (including the intention to pose the motion as a special resolution).
- (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 subclause 24(2).
- (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.
- (5) All periods of notice of general meetings are exclusive of the day on which notice is served but inclusive of the day on which the meeting is to be held.

27. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present (or present by proxy) during the time the meeting is considering that item.
- (2) The greater value of either 15% of the association's membership (rounded up) or five members (being members entitled under this constitution to vote at a general meeting) is the quorum value required for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and place unless another place
 - (i) is specified by the member presiding at the meeting at the time of the adjournment; or
 - (ii) is communicated to members, by written notice, at least 1 day prior to the time of the adjourned meeting.
- (4) If at an adjourned general 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 three) are to constitute a quorum.

28. Presiding member

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

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more the secretary must give notice of the adjourned meeting to the members of the association in accordance with subclause 26(2).
- (3) Except as required by subclause 29(2) notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either
 - (a) a show of hands; or
 - (b) a written ballot on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution (on a show of hands) has been carried, carried without objection, carried unanimously, carried by a particular majority or defeated. An entry to this effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (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.

31. Special resolutions

- (1) A special resolution may only be passed by the association in accordance with section 39 of the Act.
- (2) The association requires a special resolution to be passed to
 - (a) change the association's constitution; or
 - (b) amalgamate the association with another registered association; or
 - (c) transfer the registration of the association from one regulatory body to another; or
 - (d) voluntarily wind up or cancel the registered association and distribute property.

32. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member under 18 years of age is only entitled to vote at a general meeting of the association if that vote is given by proxy, in the manner specified in clause 33, to a member eligible to vote at the meeting.

33. Proxy votes

A voting member of the association may appoint another voting member of the association as their proxy and voting by proxy will be allowed at any general meeting subject to the following rules:

- (a) A proxy given for a general meeting has effect for only one meeting and lapses after that meeting.
- (b) A proxy may only be exercised if a notice of proxy is given to the secretary before the start of the meeting at which the proxy is to be exercised and the notice of proxy
 - (i) includes the name of the voting member;
 - (ii) includes the name of the authorised proxy;
 - (iii) identifies the specific meeting at which the proxy will be exercised; and
 - (iv) indicates if the proxy is able to vote on any question put to a vote at the meeting or if the proxy is only able to vote in relation to a specified question, item of business or special resolution.
- (c) Proxy votes are to be counted for the purpose of achieving a quorum at a general meeting.

34. Postal ballots

The association may hold a postal ballot to determine any issue or question (other than an appeal under clause 12) in accordance with subclause 21(11).

Part 5 – Miscellaneous

35. Insurance and professional advice

The association may take and effect insurance or seek, obtain and act on any professional advice necessary or appropriate in pursuit of the association's objects.

36. Funds - source

- (1) The funds of the association are to be derived from fees and subscriptions of members, donations and, subject to any resolution passed by the association in a general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must as soon as practicable after receiving any money issue an appropriate receipt.

37. Funds - management

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

38. Change of name, objects and constitution

As the result of a special resolution of the association 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 committee member.

39. Custody of books etc

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

40. Inspection of books etc

- (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 **and any associated by-laws**;
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause 40(1) after giving the secretary 30 days notice and on payment of a fee of not more than \$1 for each record copied to the member.

41. Service of notices

- (1) For the purpose of this constitution a notice may be served on or given to a member
 - (a) by delivering it in person to the member or the members nominated representative in the case of a corporate member; or
 - (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it in writing to an address, physical or otherwise, specified by the member for the serving of notices; or
 - (d) by making the notice available in any forum, that all members of the association have reasonable access to and is generally used by the association to inform the membership of important events pertaining to the association.
- (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;
 - (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 other form of electronic transmission, on the date it was sent, or if the mechanism by which the transmission was sent produces a report indicating that the notice was sent on a later date, on that later date.