



**AIR-CONDITIONING AND REFRIGERATION EQUIPMENT  
MANUFACTURERS ASSOCIATION OF AUSTRALIA**

ABN: 88 126 332 810

*Incorporated in NSW: INC1400970 (10 July, 2014)*

**CONSTITUTION**

(August 2017)

## Contents

		Page
<b>Part 1</b>	<b>Preliminary</b>	
1	Definitions	3
2	Objects	3
<b>Part 2</b>	<b>Membership</b>	
3	Membership qualifications	4
4	Nomination for membership	5
5	Cessation of membership	5
6	Membership entitlements not transferable	5
7	Resignation of membership	6
8	Register of members	6
9	Fees and subscriptions	7
10	Members' liabilities	7
11	Resolution of disputes	7
12	Disciplining of members	7
13	Right of appeal of disciplined member	8
<b>Part 3</b>	<b>Committee</b>	
14	Powers of committee	8
15	Composition and membership of the committee	8
16	Election of committee members	9
17	Secretary	10
18	Treasurer	10
19	Manager, Secretariat	10
20	Casual vacancies	10
21	Removal of committee members	11
22	Committee meetings and quorum	11
23	Delegation by committee to subcommittee	12
24	Voting and decisions	13
<b>Part 4</b>	<b>Meetings</b>	
25	Annual general meetings – holding of	14
26	Annual general meetings – calling of and business at	14
27	General meetings – calling of	14
28	Notice	15
29	Quorum for general meetings	15
30	Presiding member	16
31	Adjournment	16
32	Making of decisions	16
33	Special resolutions	16
34	Voting	17
35	Proxy voting	17
36	Postal ballots	17

		Page
<b>Part 5</b>	<b>Miscellaneous</b>	
37	Insurance	17
38	Funds – source	17
39	Funds – management	17
40	Change of name, objects and constitution	18
41	Custody of books	18
42	Inspection of books	18
43	Service of notices	18
44	Financial year	18
<b>Appendices</b>		
1	Membership application	19
2	Appointment of proxy	20
3	Membership fee structure (2015-16)	21

### **Supporting information**

- [Association Incorporations Act 2009](#)
- [Association Incorporation Regulation](#)

## Part 1 – Preliminary

### 1. Definitions

In this constitution:

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

**Committee** means the Executive Committee of the association.

**Committee member** means a member of the committee who is not an office-bearer of the association.

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

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

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

**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.

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.

The provisions of the *Interpretation Act 1987*(NSW) 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. Objects

The objects of the association are to:

- a) promote and protect the interests of its members;
- b) secure for the members, all the advantages of unity of action and to protect the interests of the members in those industries that relate to the Association;
- c) discuss and consider matters affecting those industries relevant to the Association and to collect and disseminate information relevant to producers, manufacturers, distributors, importers and the public generally;
- d) promote and encourage education for the development of efficient work practices in industries relevant to the Association;

- e) enter into any affiliation or alliance, or to promote or assist in the promotion of any other association, company or firm which has objects similar to the Association, or where such affiliation or promotion will benefit the members of the Association;
- f) raise funds including by means of, but not limited to, subscriptions and levies on members as required from time to time; and
- g) adopt any additional objects which members decide would be beneficial from time to time;

provided that the objectives of the Association shall not extend to include any matter which would contravene the Act, the Regulation, the Trade Practices Act or any other applicable law or regulation.

## Part 2 – Membership

### 3. Membership qualifications

- 1) A company or a person who is a natural person is eligible to be a member of the association if the person or company:
  - a) is actively involved in the manufacturing, importing and/or marketing of air-conditioning and refrigeration equipment/components in Australia and its territories; and
  - b) has been nominated for membership in accordance with clause 4.
- 2) Notwithstanding the failure to meet the criteria outline in clause 3.1 (above), a majority of the committee can invite other persons or companies, as deemed appropriate, to become associate members of the association.
- 3) Associate members do not pay an annual fee and have no voting rights. In all other respects have the same rights and responsibilities as members.
- 4) A person (an individual, or someone representing a company) 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) A person (an individual, or someone representing a company) 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.

#### **4. Nomination for membership**

- 1) A nomination of a person for 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.
- 2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee, which must decide whether to approve or to reject the nomination.
- 3) As soon as practicable after the committee makes that determination, the secretary must:
  - a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under clause 9 of this constitution.
- 4) The secretary must, on payment by the nominee of the amounts mentioned in subclause 3(b) (above) within the period mentioned in that subsection, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **5. Cessation of membership**

- 1) A person ceases to be a 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 9 (1) within three months after the fee is due.

#### **6. Membership entitlements not transferable**

A right, privilege or obligation that a person has by reason of being a 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.

#### **7. 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 one 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 1 (above) 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.

## **8. Register of members**

- 1) The public officer or secretary of the association, or a person nominated by the public officer or secretary, 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.
- 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.
- 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 on payment of a fee of not more than \$1 for each page 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 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.

## **9. Fees and subscriptions**

- 1) A member of the association (including an associate member) must pay to the association an annual membership fee – as determined by the committee each year (outlined in Appendix 3). This fee is due for payment on 30 June each year. If a member joins after 1 July, a pro-rata membership fee will apply.
- 2) The association may, by a vote of three-quarters of the members present at a general meeting, make levies on specific members or all members for the purpose of defraying general or special costs incurred in implementing the objects of the association.
- 3) Members have the right to appeal against any levy to a general meeting and may overrule the levy by a three-quarter majority of those members present.

## **10. Members' liabilities**

The liability of a member 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 relation to membership of the association as required by clause 9(1).

## **11. 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 or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 2) If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

## **12. Disciplining of members**

- 1) A complaint may be made to the committee by any person that a member of the association has:
  - a) refused or neglected to comply with a provision or provisions of this constitution, or
  - b) 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 must:
  - a) cause notice of the complaint to be served on the member concerned, and
  - b) give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - c) take into consideration any submissions made by the member in connection with the complaint.
- 4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5) If the committee expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- 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 13, whichever is the latter.

### **13. Right of appeal of disciplined member**

- 1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under subclause 1 (above), 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 3 (above):
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 — Committee**

### **14. Powers of committee**

The committee, subject to the Act, the regulation, this constitution, and to any resolution passed by the association in general meeting:

- a) controls and manages the affairs of the association; and
- b) may exercise all functions that 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 acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **15. Composition and membership of the committee**

- 1) The committee is to consist of:
  - a) the office-bearers of the association, and
  - b) at least seven additional ordinary committee members, each of whom must be aged 18 years or more and elected at the annual general meeting of the association under clause 16.

- 2) The total number of committee members (including office bearers) should not exceed 14.
- 3) At least three members of the committee must be ordinarily resident in Australia.
- 4) The office-bearers of the association are:
  - a) the president, and
  - b) the vice-president, and
  - c) the treasurer, and
  - d) the secretary.
- 5) A committee member may hold up two offices — other than both the president and vice-president offices.
- 6) 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 of the association or as ordinary committee members must be:
  - a) 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 nomination form), and
  - b) delivered to the secretary of the association at least seven 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 may 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 vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 6) The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such a usual and proper manner as the committee may direct.
- 7) A person nominated as a candidate for election as office-bearer or as an ordinary committee member of the association must be a member of the association.

- 8) More than one person from a member company is not eligible to sit on the committee without the consent of at least three quarters of the members of the committee.

## **17. Secretary**

- 1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- 2) The secretary (or a person appointed by the secretary) must keep minutes of:
  - a) all elections and appointments of office-bearers and ordinary committee members, and
  - b) the names of members of the committee present at a committee meeting or a general meeting, and
  - c) all proceedings at committee meetings and general meetings.
- 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.

## **18. Treasurer**

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

- a) all money due to the association is collected and received and that all payments authorised by the association are made,
- b) 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. Manager, Secretariat**

The manager of the secretariat is responsible for the day-to-day running of the association. This includes organising all meetings, bookkeeping and membership management. He/she is appointed by the committee, which agrees on his/her duties and remuneration. The role is a contracted position renewed at the start of each financial year. This person is not a member of the organisation and does not share the liability of the directors.

## **20. 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 annual general meeting next following the date of the appointment.
- 2) A casual vacancy in the office of a member of the committee occurs if the member:
  - a) dies, or
  - b) ceases to be a member of the association, 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 21, or

- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the committee from two or more consecutive meetings of the committee (without a satisfactory explanation), 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 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) If an Executive Committee member leaves the employment of their AREMA member organisation during their term of office they must immediately resign their position on the committee.

- a) Within seven days of the resignation, nominations for a replacement will be requested from the wider membership. This may include the person who stepped down, as long as they are in the employment of an existing AREMA member company. The ballot should run no more than seven days.
- b) The Executive Committee may choose an appropriate candidate for the vacant role from the nominations received.

## **21. Removal of committee members**

- 1) The association in a general meeting may by resolution remove any member of the committee 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.
- 2) A member may be removed for reasons which include, but are not limited to the following:
  - a. failing to adhere to any guidelines authorised by the committee; or
  - b. failing to attend two or more consecutive committee meetings (without a satisfactory explanation).
- 3) If a member of the committee to whom a proposed resolution referred to in subclause 1 (above) 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.

## **22. Committee meetings and quorum**

- 1) The committee must meet at least three times in each calendar year and may meet by whatever means the committee decides upon, including by way of teleconference or video link.
- 2) Additional meetings of the committee may be called by any member of the committee.

- 3) Oral, written or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that 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 subsection 3 (above) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- 5) A quorum is constituted by more than 50 per cent of the voting members of the committee.
- 6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is 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, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **23. Delegation by committee to subcommittee**

- 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.

## **24. Voting and decisions**

- 1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote (except under subclause 5 below) but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to clause 22(5), the committee may act despite any vacancy on the committee.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- 5) If more than one person from the same company resides on the committee, the combined vote of those persons will count as just one vote for all decisions.
- 6) Prior to each vote, the secretary will ask the voting members if they know of any conflict of interest pertaining to the details of the vote. Each member should declare any conflict of interest and the committee, in its discretion, will then ask them not to participate in the vote following consideration of those details. Any publicly available information regarding conflict of interests should be declared by any voting member.
- 7) The manager of the secretariat is a non-voting member of the committee and is not entitled to participate in the voting processes of the committee.

## **Part 4 — Meetings**

### **25. 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 six 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.

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

- 1) The annual general meeting of the association is, subject to the Act and to clause 25, 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 the following. To:
  - a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b) receive from the committee reports on the activities of the association during the last preceding financial year,
  - c) elect office-bearers of the association and ordinary committee members,
  - d) receive and consider any financial statement or report required to be submitted to members under the Act.
- 3) An annual general meeting must be specified as such in the notice convening it.

### **27. General meetings – calling of**

- 1) The committee may, whenever it considers appropriate, call a general meeting of association.
- 2) The committee must, on the requisition in writing of at least five percent of the total number of members, call a general meeting of the association.
- 3) A requisition of members for a 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.
- 4) If the committee fails to call a general meeting within one month after the date when a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.

- 5) A general meeting called by a member or members mentioned in subclause 4 (above) must be called as early as practicable in the same manner as meetings are convened by the committee.

## **28. Notice**

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send to each member at the member's e-mail address appearing in the register of members, a notice advising that details for the next meeting have been placed on the association's website.
- 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 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subclause 1 (above) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 26(2).
- 4) A member desiring to bring any business before a general meeting may give written notice 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.

## **29. Quorum for general meetings**

- 1) No item of business may be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 2) A quorum is constituted by more than 50 per cent of members who are entitled under this constitution to vote at 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 (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.



### **30. Presiding member**

- 1) The president (or in the absence of the president), the vice-president, presides at each general meeting of the association.
- 2) If the president and the vice-president are absent from a general meeting, the members present must elect one of their number to preside at the meeting.

### **31. Adjournment**

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in subclauses 1 and 2 (above) 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.

### **32. 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) if on the motion of the chairperson or if five 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 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.
- 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.

### **33. Special resolutions**

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

## **34. Voting**

- 1) On any question arising at a general meeting of the association a paid up 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 is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

## **35. Proxy voting**

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

## **36. Postal ballots**

The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13). A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

## **Part 5 — Miscellaneous**

### **37. Insurance**

The association may effect and maintain insurance.

### **38. Funds – source**

- 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 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.

### **39. Funds – management**

- 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 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.

## **40. 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 committee member.

## **41. Custody of books etc**

Except as otherwise provided by this constitution, the public officer (or a person nominated by 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.

## **42. 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
  - 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 1 (above) on payment of a fee of not more than \$1 for each page copied.

## **43. Service of notices**

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
  - a) by delivering it 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.
- 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.

## **44. Financial year**

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 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

# Appendix 1

Application for membership of association

.....

Incorporated (under the Associations Incorporation Act 2009, NSW) I,

.....

(full name of applicant)

of.....

(address)

.....apply to become

(occupation)

a member of the incorporated association. If I am admitted 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, who is personally known to me, for the membership of the association.

.....

(Signature of applicant)

Date.....

Date.....

I,.....

(full name)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

.....

(Signature of seconder)

Date.....

## Appendix 2

### Form of appointment of proxy

I,

.....

(full name)

of.....

(address)

a member of

.....

(name of incorporated association)

appoint

.....

(full name of proxy)

of.....

(address)

a member of that incorporated association/ as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....

And at any adjournment of that meeting.

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

.....

(Signature of member appointing proxy)

(\*To be inserted if desired.)

Date.....

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