



**LEAD**

**PROFESSIONAL  
DEVELOPMENT  
ASSOCIATION  
INC**

**Constitution of LEAD  
Professional Development  
Association Incorporated  
(LEAD)**

Revision Date: 5 December 2018

# Constitution of LEAD Professional Development

## Association Inc

Previously Adopted September 2017

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# INTRODUCTION

## A. Name

The name of the Association shall be: **LEAD Professional Development Association Incorporated** (also referred to in these rules as "LEAD Professional Development" and/or "The Association").

## B. Principal Purpose

LEAD Professional Development is a not-for-profit organisation whose purpose is to directly alleviate poverty and distress suffered by economically and socially disadvantaged individuals and communities.

LEAD aims to achieve this purpose by:

- coordinating the provision of professional development and training that seeks to improve and expand the knowledge, practice and capacity of individuals and organisations who work with children, young people, families and communities;
- produce and provide resources to assist communities, individuals and organisations that work with and educate those in need;
- strengthening the collective action of communities and the organisations that support them by coordinating networks and collaborative practice opportunities; and
- enabling young people to lead successful and productive lives through the provision of high-quality, accredited professional development to NSW teachers.

# PART 1 PRELIMINARY

## 1. Definitions

(1) In this constitution:

**Ordinary Board member** means a member of the Board who is not an office-bearer of the association.

**Secretary** means:

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

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

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the *Associations Incorporation Regulation 2016*.

**Body corporate organisation** means a recognised not-for profit organisation, school, educational institution or other bona fide business

(2) In this constitution

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

(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 MEMBERSHIP**

### **2. Membership generally**

- (1) Any person or body corporate is eligible to be a member of the association if:
- (a) the person is a natural person aged over 18 years, or a recognised body corporate;
  - (b) the person or body corporate accepts the purpose and rules of this association;
  - (c) the body corporate is not engaged in business that is in direct competition with the Association;
  - (d) the person or body corporate has applied and been approved for membership of this association in accordance with clause 3.
- (2) A person or body corporate is taken to be a member of the association if:
- (a) the person is a natural person aged over 18 years, or a recognised body corporate and
  - (b) the person or body corporate 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.
- (3) A person or body corporate 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.

### **2.1 Classes of Membership**

The classes of Membership are as follows:

- a. Association Member
- b. Affiliate Member
- c. Life Member

### **2.2 Association Member**

An Association member is an individual who:

- a) is a natural person aged over 18 years; and
- b) meets the eligibility requirements for Membership set out in the Constitution; and
- c) has had an application for membership approved in accordance with the Constitution.

Association Members are:

- a) eligible to vote in LEAD elections;

- b) eligible to nominate for Director positions on the Board;
- c) eligible to sit on Committees;
- d) eligible for "members pricing" for LEAD events; and
- e) eligible for 'members privileges' including priority access to events, invitation to 'Members Only' events and membership resources.

### **2.3 Affiliate Member**

An Affiliate Member is an individual or body corporate organisation who:

- (a) is a natural person aged over 18 years or a recognised body corporate organisation that is not engaged in business that is in direct competition with the Association;
- (b) is a recognised body corporate organisation joining for the purposes of supporting the professional development of its employees;
- (c) is a recognised body corporate organisation with a nominated (directly or implied) representative that has the authority to act on behalf of the body corporate organisation;
- (d) meets the eligibility requirements for Membership set out in the Constitution; and
- e) has had an application for membership approved in accordance with the Constitution.

Affiliate Members are:

- a) not eligible to vote in LEAD elections;
- b) not eligible to nominate for Directors positions on the Board;
- c) not eligible to sit on Committees;
- d) eligible for "members pricing" for LEAD events; and
- e) eligible for 'members privileges' including priority access to events, invitation to 'Members Only' events and membership resources.

### **2.4 Life Member**

A Life Member is an individual who:

- a) in the Board's opinion, has made an outstanding contribution to the Association;
- b) meets the eligibility requirements for Membership set out in this Constitution; and
- c) is not employed by a body corporate eligible as an Affiliate member.

Life Members are:

- a) eligible to vote in LEAD elections;
- b) eligible to sit on Committees;
- c) eligible to nominate for Directors positions on the Board, and
- d) not required to pay any Annual Membership fee.

## **3. Application for membership**

1) An application by a person or body corporate organisation for membership of the association:

- (a) must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and

(b) must be lodged (including by electronic means, if the Board so determines) with the secretary of the association.

(2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the Board makes that determination, the secretary must:

(a) notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and

(b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the applicant of the amounts referred to in subclause

(3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

#### **4. Cessation of membership**

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

(a) dies, or

(b) resigns membership, or

(c) is expelled from the association, or

(d) ceases trading under the registered membership body corporate title, or

(e) fails to pay the annual membership fee within 3 months after the fee is due.

#### **5. Membership entitlements not transferable**

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

(a) is not capable of being transferred or transmitted to another person or business entity, and

(b) terminates on cessation of the person or body corporate's 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 one month (or such other period as the Board 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), 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 secretary or public officer of the association must establish and maintain a register of members of the association specifying the name and postal, residential or email address of each person and body corporate who is a member of the association together with the date on which the person or body corporate became a member.
- (2) The register of members must be kept in New South Wales at the main premises of the association
- (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 \$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.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$11.00 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$5.50 or, if some other amount is determined by the Board, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

## 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 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 3 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.

## 11. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board 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 Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in a general meeting against a resolution of the Board, under clause 11, within 7 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), the secretary must notify the Board 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):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board 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 - THE BOARD**

### **13 Powers of the Board**

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

### **14 Composition and membership of Board**

- (1) The Board shall consist of up to 9 non-salaried members of the Association:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary Board members,each of whom is to be elected at the annual general meeting of the association under clause 15.

*NOTE: Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Board.*

(2) The office-bearers of the association are as follows:

- (a) the President,
- (b) the Vice-president,
- (c) the Treasurer,
- (d) the Secretary.

(3) Each member of the Board 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.

(4) There is no maximum number of consecutive terms for which a Board member may hold office.

(5) Former staff will not be permitted to join the Board for a period of two (2) years from when they left paid employment with the association.

(6) The Board will make every effort to encourage persons from diverse cultural and linguistic backgrounds to apply including Aboriginal and Torres Strait Islander people.

## **15. Election of Board members**

(1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:

(a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the secretary of the association at least 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 Board, 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 Board are taken to be casual vacancies.

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

(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 Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the association must be a member of the association.

## 16 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 (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Board, and
  - (b) the names of members of the Board present at a Board meeting or a general meeting, and
  - (c) all proceedings at Board 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purpose of subclause (3).

## 17 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.

## 18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board 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 Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) is or 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 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, 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.

## **19 Removal of Board members**

- (1) The association in general meeting may by resolution remove any member of the Board 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) If a member of the Board to whom a proposed resolution referred to in subclause (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.

## **20 Board meetings and quorum**

- (1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hours of the same day in the following week, unless those in attendance agree on an alternative place, hours and day.
- (7) If a quorum is not present the meeting may proceed. Any proposals or motions must be put on notice and held over to the next Board of Directors meeting when a quorum is present and may then be ratified.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) If there has been no quorum present at two (2) consecutive meetings, those members present at the second such meeting may act either to appoint new Board of Directors members or to convene a Special General Meeting of the Association within twenty-eight (28) days to elect a new Board of Directors.

- (10) At a meeting of the Board:
- (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 Board as may be chosen by the members present at the meeting is to preside.

## **21 Appointment of association members as Board members to constitute quorum**

- (1) If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of members of the association as Board members to enable the quorum to be constituted.
- (2) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **22 Use of technology at Board meetings**

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **23 Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) Sub-committees will consist of at least one Board member and members of the association or other people deemed to have the appropriate skills and abilities as the Board thinks fit.
- (3) 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.
- (4) 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.
- (5) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (6) 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 Board.

(7) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(8) A sub-committee may meet and adjourn as it thinks proper.

## **24 Voting and decisions**

(1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

(2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) The Board may act despite any vacancy on the Board.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **PART 4 - GENERAL 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 6 months after the close of the association's financial year, or

(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **26 Annual general meetings - calling of and business at**

(1) The annual general meeting of the association is, subject to the Act and to clause 4, to be convened on such date and at such place and time as the Board 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:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) to receive from the Board reports on the activities of the association during the last preceding financial year,

(c) to elect office-bearers of the association and ordinary Board members,

- (d) to 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 Special general meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board 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 be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board 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 (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **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, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (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, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution 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 clause 4.2 (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.

## **29 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 during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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 earliest convenient date for those members present and within one (1) month of the initial meeting date, 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 3) are to constitute a quorum.

## **30 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 numbers to preside as chairperson 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), 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, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if 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—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) Subclause (2) applies to a method determined by the Board under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

- (1) A resolution is passed by an association as a **special resolution**:
  - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal or electronic ballot conducted by the association, and
  - (c) it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

## 34 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 resolution is passed by an association as an **ordinary resolution**:
  - (a) at a general meeting of the association, or
  - (b) in a postal or electronic ballot conducted by the association, and
  - (c) it is supported by more than half of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution

### **35 Proxy votes not permitted**

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

### **36 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 2.11).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **37 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **PART 5 - MISCELLANEOUS**

### **38 Insurance**

The association must effect and maintain insurance.

### **39 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 Board 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.

### **40 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 Board determines.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Authorised Signatories

## **41 Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

## **42 Distribution of property on winding up of association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## **43 Change of name, objects and constitution**

An application 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 Board member.

## **44 Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association, and must be kept in New South Wales.

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the Board determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

## **45 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 Board 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) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Board may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **46 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person by
  - (a) delivering it to the person personally, or
  - (b) sending it by pre-paid post to the address of the person, or
  - (c) sending it by facsimile transmission, email 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, email 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.

## **47 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.

## **48 Voluntary Cancellation**

In the event of voluntarily cancellation the association will pass a special resolution to

- a) return remaining portions of grants to government departments and public authorities as directed and
- b) transfer the amount that remains, after such dissolution and the satisfaction of all debts and liabilities, to another association incorporated in NSW with similar charitable purposes which is not carried on for the profit or gain of its individual members.