

CROYDON OUT OF SCHOOL CARE ASSOCIATION INCORPORATED

(COSCARE INC.) CONSTITUTION 2017

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Part 1 Preliminary

1 Definitions

- (1) In this constitution:

Association means Croydon Out of School Care Association Incorporated.

ordinary committee member means a member of the committee who is not an office-bearer of the Association, as referred to in rule 15(3).

management committee member means a member of the committee who is 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*.

- (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.

2 Objectives

The objectives of the Association shall be:

- (1) To provide a quality out of school (OSHC) and vacation service which extends the play, creative and community engagement opportunities for children from Kindergarten to Year 6 in their leisure time, which is not for profit;
- (2) To collaborate with the local community and other agencies to address the varying needs and issues of the children and their families who attend the service, including children with a disability, children of different cultural, social, linguistic and economic backgrounds and those in isolated circumstances, all within a framework of social justice and reconciliation with Aboriginal and Torres Strait Islander communities.
- (3) To promote and support the provisions of the United Nations Convention of the Rights of the Child, in particular Article 12 (The child's right to

express their opinion.) and Article 31 (The Child's Right to Play and Leisure opportunities). [1]

- (4) to remain non-political and non-sectarian; and
- (5) to do all such things as are conducive or incidental to the attainment of the above.

[1] **Article 12** States Parties shall assure to the child who is capable of forming his or her own views the right to express those views freely in all matters affecting the child, the views of the child being given due weight in accordance with the age and maturity of the child.

Article 31 States Parties recognize the right of the child to rest and leisure, to engage in play and recreational activities appropriate to the age of the child and to participate freely in cultural life and the arts.

Part 2 Membership

3 Membership generally

- (1) A person is eligible to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person is a parent or guardian of a child enrolled at and / or attending Coscare, or
 - (c) the person is a parent or guardian of a child awaiting enrolment at the Coscare, or
 - (d) the Director of Coscare, or
 - (e) the person has a particular interest, knowledge or other personal or professional qualifications which the Management Committee may consider to be of assistance to the Association in achieving its objectives, and
 - (f) the person has applied and been approved for membership of the Association in accordance with clause 3.
- (2) A person is taken to be a member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person is not financially in arrears for fees that are determined by the Management Committee. These fees shall include membership fees, fees for childcare and other fees as considered necessary by the Management Committee.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.
- (4) Membership as defined in 3.1(c) to (e) shall be restricted to a total not exceeding 25% of the number of members defined in 3.1(b).

4 Application for membership

- (1) An application by a person for membership of the Association:
 - (a) must be made in writing (including by email or other means) in the form determined by the Management Committee, and
 - (b) must be lodged (including by electronic means, if the management committee so determines) with the Director of the Association.
- (2) As soon as practicable after receiving an application for membership, the Director 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 management committee makes that determination, the Director must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee rejected the application and refund any monies paid, otherwise
 - (b) if the management committee approved the application, ensure that the applicant has paid the sum payable under this constitution by a member for their annual subscription.
- (4) The Director 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.

5 Cessation of membership

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 outstanding fees, or
- (e) fails to pay the annual membership fee under clause 8 (2) by the first day of the school calendar year.

6 Membership entitlements not transferable

A right, privilege or obligation which 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 Director written notice of at least 2 weeks 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 Director 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 Director must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email 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 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 during business hours.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$5 for each page copied or \$5 for an electronic copy.
- (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.

9 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay to the Association an amount determined by the management committee.
- (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 as determined by the management committee, which shall accompany the annual re- enrolment of their child/children into the service, and
- (3) Pay other fees as determined by the management committee. These fees shall include fees for child care and other fees as considered necessary by the management committee.

10 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 9.

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 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 a dispute referred to arbitration.

12 Disciplining of members

- (1) A complaint may be made to the management committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.

- (2) The management committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the management committee decides to deal with the complaint, the management committee:
 - (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 management committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The management 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 management committee 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 management 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 later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the management committee under clause 12, 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 management 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):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the management 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 The committee

14 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the management committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all the 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 the 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 committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Association,
 - (b) the Director, and
 - (c) up to four ordinary committee members, each of whom is to be elected at the annual general meeting of the Association under clause 16.
- (2) The office-bearers of the Association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) There is no maximum number of consecutive terms for which a committee member may hold office.
- (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, and 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 will be received in writing before the annual general meeting by the Director and must be endorsed by two members of the Association.
- (2) Nominations of candidates for election as office-bearers of the Association or as ordinary committee members may be made at the annual general meeting or in such ways as may be determined by the Association at a 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 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 committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person 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 (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

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 Public Officer

- (1) The committee shall appoint a Public Officer in accordance with Part 4 of the Associations Incorporation Act 2009
- (2) The Public Officer may be a committee member, or any other person regarded by the Committee as suitable for the position.
- (3) When a vacancy occurs in the position of Public Officer, the Committee shall within 28 days, notify NSW Fair Trading (or such other body as may assume the powers) and appoint a person to fill the vacancy.

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 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) 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 21, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, 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, or
 - (j) has a direct or indirect interest in any contract or proposed contract with the Association, or
 - (k) with the exception of the Director, holds an office of profit in the Association.

21 Removal of committee members

- (1) The Association in 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) If a member of the committee 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.

22 Committee meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at the place and time that 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 Director 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 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 committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four 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 and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned.
- (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 chosen by the members present at the meeting is to preside.

23 Appointment of Association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Association as committee members to enable the quorum to be constituted.
- (2) A member of the committee 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 20 applies.

24 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee 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.

25 Executive of the committee

- (1) An Executive of the management committee may be formed by
 - (a) the President, the Vice President, Secretary and Treasurer, or
 - (b) the President and any two others of the Vice President, Secretary and Treasurer.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the committee thinks fit) the exercise of such of the functions of the committee that 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 any conditions or limitations as to the exercise of any function, or as to time or circumstances that 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.

27 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 but, in the event of an equality of votes on any question, the chairperson 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.

Part 4 General meetings

28 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 2 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.

29 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that 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:
 - (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 committee and Director reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (e) to appoint an auditor for the forthcoming year.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30 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 of at least 5% 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 committee fails to convene a special general meeting to be held within 1 month after the 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 committee.
- (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.

31 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 29(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.

32 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) Twelve 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 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 3) are to constitute a quorum.

33 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.

34 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.

35 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by:
 - (a) a show of hands, 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 committee 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.
- (5) All votes shall be given personally and there shall be no voting by proxy.
- (6) Prior to considering any questions and the making of decisions members must declare potential conflicts of interest, whether real or perceived and excuse themselves from the voting.
- (7) Conflicts may exist where a member may;
 - (a) have business or personal interests that constitute a conflict of interest with the proposed resolution
 - (b) be related by birth or marriage to a person who may be engaged to deliver services to the Association, whether paid or unpaid, as a result of the poll

(c) have a pre-existing close relationship with a person who may be engaged to deliver services to the Association, whether paid or unpaid, as a result of the poll.

36 Special resolutions

(1) A special resolution must be passed by a General Meeting of the Association to effect the following:

- (a) a change of the Association's name,
- (b) a change of the Association's rules,
- (c) a change of the Association's objects,
- (d) an amalgamation with another incorporated Association,
- (e) voluntary winding up of the Association and distribution of its property,
- (f) an application for registration as a company or a co-operative.

(2) A special resolution may only be passed by the Association in accordance with section 39 of the Act that states a three quarter majority is required.

37 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 is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

38 Proxy votes not permitted

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

39 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee 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

41 Insurance

The Association shall effect and maintain insurance as may be required by law or regarded as necessary by the Association.

42 Audit

- (1) Auditor or Auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, files, etc. and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (2) An auditor shall not be a member or closely related to a member of the Committee.
- (3) Subject to Rule 42(4) notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty one (21) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if they so wish to be heard at such Annual General Meeting.
- (4) Where the current auditor submits their resignation, or notifies the Secretary of their intention not to seek re-election as auditor, Rule 42 (3) shall not apply.

43 Funds - source

- (1) The funds of the Association shall be derived from fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that 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 account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

44 Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

45 Association is non-profit

- (1) 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.

(2) With the exception of the Director, a member of the committee shall not be appointed to any salaried office of the Association or any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except for:

- (a) payment for out of pocket expenses,
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers on money lent to the Association, and
- (c) reasonable and proper rent for premises let to the Association.

46 Dissolution

The Association shall be dissolved in the event of membership being less than seven persons or upon the vote of a three quarters majority of members present at a Special Meeting convened to consider such a question.

47 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.

48 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 committee member.

49 Custody of books etc

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

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

50 Inspection of books etc

- (1) The following documents will be open to inspection, free of charge, by a member of the Association during business hours, subject to prior arrangement:
 - (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) on payment of a fee of \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee 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.

51 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 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 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.

52 Common Seal

The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by signatures of two members of the Executive Committee.

53 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.