

**Application-4-incorporation-ap4550Application-4-incorporation-ap4550Equality For Celebrants (EFC)
Incorporated Constitution**

Under the Associations Incorporation Act 2009

Incorporation Number:

Contents:

Part 1	Preliminary	3
1	Definitions	3
Part 2	Membership	4
2	Membership generally	4
3	Application for membership	5
4	Cessation of membership	5
5	Membership entitlements not transferable	5
6	Resignation of membership	5
7	Register of members	6
8	Fees and subscriptions	6
9	Members' liabilities	7
10	Resolution of disputes	7
11	Disciplining of members	7
12	Right of appeal of disciplined member	7
Part 3	The committee	8
13	Powers of the committee	8
14	Composition and membership of committee	8
15	Election of committee members	9
16	Office Bearers	10
17	Office Bearers – roles of:	10
18	Casual vacancies	11
19	Removal of committee members	12
20	Committee meetings	12
21	Committee Quorum	13
22	Use of technology at committee meetings	13
23	Delegation by committee to sub-committee	13
24	Voting and decisions	13
Part 4	General meetings	14
25	Annual general meetings - holding of	14
26	Annual general meetings - calling of and business at	14
27	Special general meetings - calling of	14
28	Notice	15
29	Quorum for general meetings	15
30	Presiding member	15

31	Adjournment	16
32	Making of decisions	16
33	Special resolutions	16
34	Voting	16
35	Proxy votes not permitted	17
36	Postal or electronic ballots	17
37	Use of technology at general meetings	17
Part 5	Miscellaneous	18
38	Insurance	18
39	Funds - source	18
40	Funds - management	18
41	Association is non-profit	17
42	Distribution of property on winding up of association	18
43	Change of name, objects and constitution	18
44	Custody of books etc	18
45	Inspection of books etc	18
46	Service of notices	18
47	Financial year	19

Part 1 Preliminary

1. Definitions

1.1. In this constitution:

- 1.1.1. ordinary committee member means a member of the committee who is not an office-bearer of the association.
- 1.1.2. The committee means the management committee of the association.
- 1.1.3. secretary means:
 - (a) the person holding office under this constitution as secretary of the association, or
 - (b) if no person holds that office - the public officer of the association.
- 1.1.4. special general meeting means a general meeting of the association other than an annual general meeting.
- 1.1.5. the Act means the Associations Incorporation Act 2009.
- 1.1.6. the Regulation means the Associations Incorporation Regulation 2016.
- 1.1.7. EFC Inc means Equality For Celebrants (EFC) Incorporated

1.2. In this constitution:

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

1.3. The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1.4. Objectives

Equality For Celebrants (EFC) objectives are to:

- 1.4.1. support the continued development of civil celebrancy as a profession
- 1.4.2. facilitate a range of strategies to enhance the role of civil celebrants in a range of community-based initiatives
- 1.4.3. advocate for parity, fairness and respect for all marriage celebrants and the marrying public In the Marriage Act 1961
- 1.4.4. support programs and strategies that promote and uphold civil and human rights for all people in Australia.

1.5. Mode of Operation

- 1.5.1. EFC Inc. operations are guided by principles of accessibility, democracy, rotation of "office" for positions of voluntary service, personal responsibility, and local group autonomy except in matters affecting the EFC as a whole.
- 1.5.2. All members will be treated with equal respect, acknowledging the value of minority opinion in a democratic society and in developing comprehensive quality approaches to celebrancy and related issues.
- 1.5.3. Wherever possible, democratic principles of decision making and implementation will be the primary mode of operation of EFC Inc. such that:

- (a) all sub-committees and office bearers are responsible to EFC Inc. for the operation of their roles, responsibilities and the review of the services they perform on behalf of EFC Inc.;
 - (b) rotation of office bearers will be a structural part of EFC Inc. mode of operation, i.e. limited terms for office bearers and other positions of responsibility; and
 - (c) EFC operations will be transparent and accountable to all members.
- 1.5.4. As a national organization, for the maximum involvement of all EFC Inc. members, EFC Inc. will use electronic, web-based, and other methods of communication, organization, administration, implementation and review of its activities as its primary mode of operation and when possible, will structure face to face meetings from time to time.
- 1.5.5. All members of the association are responsible to provide input and review of the association's functions via the Annual General Meeting and to the association's management committee.
- 1.5.6. All association committee members are responsible to participate in the meetings, decision making, and range of tasks required of the committee in the establishment and review of the association's functions, and the adherence of the rules contained in this Constitution.
- 1.5.7. The association's committee via the Public Officer is responsible to ensure an Annual Statement is returned to the Department each year, within a month after the Annual General Meeting, along with the appropriate fee or as required under the Act. This simple reporting form, focused primarily on the financial activities of the association, is required to be signed and dated by two management committee members.
- 1.5.8. The Public Officer, who under the Associations Incorporation Act 2009 does not need to be a member of the association, is the official contact name and address held by the Department of Fair Trading. Thus, the association and the Public Officer are responsible to ensure that Notification of Public Officer and Change of Public Officer forms are submitted to the Department with the appropriate fees.

Part 2 Membership

2. Membership generally

- 2.1. A person is eligible to be a member of the association if:
- 2.1.1. the person is a natural person, and
 - 2.1.2. the person has applied and been approved for membership of the association in accordance with clause 3.
- 2.2. A person is taken to be a member of the association if:
- 2.2.1. the person is a natural person, and
 - 2.2.2. the person was:
 - 2.2.2.1. 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
 - 2.2.2.2. 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
 - 2.2.2.3. 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.

- 2.3. 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.

3. Application for membership

- 3.1. An application by a person for membership of the association:
 - 3.1.1. must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - 3.1.2. include personal identification and contact information, as well as commitment to the objectives and mode of operation of the association as outlined in the Constitution of EFC Inc and payment of the any fees as determined by the committee;
 - 3.1.3. must be lodged (including by electronic means, if the committee so determines) with the secretary of the association, unless determined otherwise by the committee.
- 3.2. As soon as practicable after receiving an application for membership, the secretary or person designated by the committee, must refer the application to the committee, which is to determine whether to approve or to reject the application.
- 3.3. As soon as practicable after the committee makes that determination, the secretary or person designated by the committee, must:
 - 3.3.1. notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - 3.3.2. if the committee 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.
- 3.4. The secretary or person designated by the committee 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 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 8 (2) within 3 months after the fee is due.

5. 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.

6. Resignation of membership

- 6.1. A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that 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.
- 6.2. 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

- 7.1. The secretary must establish and maintain a register of members of the association (whether in written, web-based 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.
- 7.2. The register of members must be kept in New South Wales:
 - 7.2.1. at the main premises of the association, or
 - 7.2.2. if the association has no premises, at the association's official address or via the association's website.
- 7.3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.4. 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.
- 7.5. 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.
- 7.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 7.6.1. 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
 - 7.6.2. any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7. If the register of members is kept in electronic form:
 - 7.7.1. it must be convertible into hard copy, and
 - 7.7.2. 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

- 8.1. All members of the association must pay an annual membership fee of an amount as determined by the Committee prior to the beginning of the membership year; or
- 8.2. where an applicant becomes a member after the commencement of the membership year – an amount as determined by the Committee.

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

10.1. 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.

10.2. 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.

10.3. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

11. Disciplining of members

11.1. A complaint may be made to the committee by any person that a member of the association:

- 11.1.1. has refused or neglected to comply with a provision or provisions of this constitution, or
- 11.1.2. has wilfully acted in a manner prejudicial to the interests of the association.

11.2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.3. If the committee decides to deal with the complaint, the committee:

- 11.3.1. must cause notice of the complaint to be served on the member concerned, and
- 11.3.2. must 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
- 11.3.3. must take into consideration any submissions made by the member in connection with the complaint.

11.4. 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.

11.5. If the 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 committee for having taken that action and of the member's right of appeal under clause 12.

11.6. The expulsion or suspension does not take effect:

- 11.6.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- 11.6.2. 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

12.1. A member may appeal to the association in general meeting against a resolution of the committee 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.

12.2. 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.

12.3. On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

12.4. At a general meeting of the association convened under subclause (3):

12.4.1. no business other than the question of the appeal is to be transacted, and

12.4.2. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

12.4.3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.4.4. The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13. Powers of the committee

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

14. Composition and membership of committee

14.1. The committee is to consist of:

14.1.1. the office-bearers of the association, and

14.1.2. at least 3 ordinary committee 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 committee.

14.2. The total number of committee members is to be 7.

14.3. The office-bearers of the association are as follows:

14.3.1. the chairperson,

14.3.2. the vice-chairperson,

14.3.3. the treasurer,

14.3.4. the secretary.

14.4. A committee member may hold up to 2 offices (other than both the offices of chairperson and vice-chairperson).

14.5. There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

14.6. Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election.

15. Election of committee members

15.1. Nominations from member candidates for election to the National Committee must be made in writing, accompanied by a statement that the member understands and accepts the obligations and responsibilities involved and, if not self-nominated, is prepared to stand for appointment to the National Committee.

15.2. To be eligible for nomination for election to the Committee, a nominee at the time of nomination must:

15.2.1. be a member of the association.

15.2.2. hold not any position as a member of a Committee of any other recognised celebrant association or associated entity, nor accept, hold, or assume any position of influence or authority in, with or for such association or entity.

15.2.3. not be a celebrant trainer who provides OPD or celebrancy training, and/or own a Registered Training Organisation that runs courses for celebrants or who receives income from working for the EFC Inc (excluding reimbursements for expenses and committee honorariums) may be elected to the committee, but may serve on sub-committees and working parties, etc.

15.3. A member elected or appointed to the National Committee shall not

15.3.1. accept nomination or appointment to any position as a member of a committee of any other recognised celebrant association or associated entity after having been elected or appointed to the National Committee, nor accept or assume any position of influence or authority in, with or for such association or entity, and/or

15.3.2. become a celebrant trainer who provides OPD or celebrancy training, and/or own a Registered Training Organisation that runs courses for celebrants or who receive income from working for the EFC Inc (excluding reimbursements for expenses and committee honorariums) may be elected to the committee, but may serve on sub-committees and working parties, etc.

15.3.3. Failure of members to comply with 15.3.1 or 15.3.1 will be deemed to be a contravention of Rule 11 and subject to disciplinary action pursuant to Rule 12.

15.4. Nominations of candidates for election as committee of the association

15.4.1. will be called for at least one month prior to the AGM and all nominations will be listed on the AGM Agenda papers at least one week prior to the AGM. The Committee will be ratified at the AGM if no election is required.

15.4.2. 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

15.4.3. 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.

15.4.4. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- 15.5. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 15.6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.7. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.8. The ballot for the election of committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- 15.9. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election,

16. Office Bearers

- 16.1. As a sub-committee of the EFC Committee, the office bearers are responsible to and report to the EFC Committee.
- 16.2. The Committee may delegate to the office bearers such powers as are appropriate for the effective running of the associations.
- 16.3. The office-bearers of the association will be nominated and elected by the Committee. As soon as practicable following the conclusion of the AGM the Committee will meet (by phone, electronically or face to face) to elect the office bearers of the Committee. The Secretary will advise all members of the names of the Office Bearers within 48 hours of that meeting.
- 16.4. An office bearer may hold a particular office for a maximum period of four consecutive years unless there is no other committee member willing to take on that office and the committee invites the office bearer to remain in office.

17. Office Bearers – roles of:

17.1. Chairperson

The role of the Chairperson is to (a) be knowledgeable about:

- 17.1.1. the history and current status of celebrancy and the Marriage Act 1961
- 17.1.2. issues affecting civil celebrants and civil celebrancy;
- 17.1.3. the history, philosophy, objectives and mode of operation of the EFC Inc;
- 17.1.4. the EFC Inc Constitution, policies and procedures;
- 17.1.5. conflict resolution techniques; and
- 17.1.6. meeting procedures to ensure maximum participation of members;
- 17.1.7. offer leadership by:
 - 17.1.7.1. facilitating dialogue between committee members and encouraging understanding of the objectives of the associations and the needs of members;
 - 17.1.7.2. encouraging resolution of specific issues via agreed processes, e.g. formulation of motions, discussion, and voting as appropriate; and
 - 17.1.7.3. supporting EFC committee and other members and processes within the context of (17.1.7.1) above;
 - 17.1.7.4. facilitating the agenda and ensure the convening of any meetings as required by EFC Inc;
 - 17.1.7.5. perform any duties as required by EFC Committee, which may include being a spokesperson on specific matters from time to time.

17.2. Vice Chairperson

The role of the Vice Chairperson is to assist the Chair in the smooth running of as outlined above and to act as Chairperson in the event of absence of the Chairperson.

17.3. Secretary

It is the duty of the secretary to ensure the maintenance of Committee records of:

- 17.3.1. all appointments of office bearers and the names of EFC Committee members;
 - 17.3.1.1. the names of EFC Committee members present at face to face and electronic meetings;
 - 17.3.1.2. all proceedings and decisions at face to face EFC meetings and via electronic communications;
 - 17.3.1.3. all motions moved and seconded for a vote and the outcome of said voting, and
 - 17.3.1.4. ensure such records are accessible to all EFC Committee members via the EFC website
- 17.3.2. The EFC secretary must maintain a record of all correspondence (paper and electronic) to and from EFC and ensure that EFC Committee members receive copies of such correspondence as soon as possible after its receipt.

17.4. Treasurer

The Treasurer is responsible directly to EFC committee and has the duty to ensure:

- 17.4.1. that all money due to the association is collected and received and that all payments authorised by EFC are made;
- 17.4.2. that correct books and accounts are kept showing the financial affairs of EFC, including full details of all receipts and expenditures connected with the activities of EFC and
- 17.4.3. EFC's year for financial accountability is from 1st January any one year to the 31st December in the same year.

18. Casual vacancies

- 18.1. 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.
- 18.2. A casual vacancy in the office of a member of the committee occurs if the member:
 - 18.2.1. dies, or
 - 18.2.2. ceases to be a member of the association, or
 - 18.2.3. is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - 18.2.4. resigns office by notice in writing given to the secretary, or
 - 18.2.5. is removed from office under clause 19, or
 - 18.2.6. becomes a mentally incapacitated person, or
 - 18.2.7. is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - 18.2.8. 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
 - 18.2.9. 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 committee members

19.1. 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.

19.2. If a member of the committee to whom a proposed resolution referred to in subclause (19.1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairperson 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. Committee meetings

20.1. The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine; these meetings may be held by electronic means (*e.g. by tele-conference or video conference or group email or website forums*) provided all resolutions are made available to all members via email or the members' section of the association's website.

20.2. Additional meetings (or sub-committee meetings) of the committee may be convened by the chairperson or by any member of the committee or any member so nominated by the Committee, and may be held by electronic means (*e.g. by tele-conference or group email or website forums*) provided all resolutions are tabled and ratified by the Committee.

20.3. Oral or written notice of a face to face meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

20.4. Notice of a meeting given under clause (20.3) 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.

20.5. At a meeting of the committee:

20.5.1. the chairperson or, in the president's absence, the vice-chairperson is to preside, or

20.5.2. if the chairperson and the vice-chairperson 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.

20.5.3. Appointment of association members as committee members to constitute quorum

20.5.4. 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.

20.5.5. 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.

20.5.6. This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

21. Committee Quorum

- 21.1. Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 21.2. 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 to the same place and at the same hour of the same day in the following week.
- 21.3. 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.

22. Use of technology at committee meetings

- 22.1. 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.
- 22.2. 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.

23. Delegation by committee to sub-committee

- 23.1. 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 any 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.
- 23.2. 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.
- 23.3. 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.
- 23.4. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 23.5. 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.
- 23.6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 23.7. A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- 24.1. 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.
- 24.2. 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 person presiding may exercise a second or casting vote.

24.3. Subject to clause 20 (5), the committee may act despite any vacancy on the committee.

24.4. 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

25. Annual general meetings - holding of

25.1. The association must hold its first annual general meeting within 18 months after its registration under the Act.

25.2. The association must hold its annual general meetings:

25.2.1. within 6 months after the close of the association's financial year, or

25.2.2. 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

26.1. The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.

26.2. 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:

26.2.1. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

26.2.2. to receive from the committee reports on the activities of the association during the last preceding financial year,

26.2.3. to elect committee members of the association

26.2.4. to receive and consider any financial statement or report required to be submitted to members under the Act.

26.2.5. An annual general meeting must be specified as that type of meeting in the notice convening it.

27. Special general meetings - calling of

27.1. The committee may, whenever it thinks fit, convene a special general meeting of the association.

27.2. The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.

27.3. A requisition of members for a special general meeting:

27.3.1. must be in writing, and

27.3.2. must state the purpose or purposes of the meeting, and

27.3.3. must be signed by the members making the requisition, and

27.3.4. must be lodged with the secretary, and

27.3.5. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4. 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.

27.5. 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.

27.6. For the purposes of subclause (3):

27.6.1. a requisition may be in electronic form, and

27.6.2. a signature may be transmitted, and a requisition may be lodged, by electronic means.

28. Notice

28.1. 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.

28.2. 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.

Note. A special resolution must be passed in accordance with section 39 of the Act.

28.3. 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 26 (2).

28.4. 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

29.1. 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.

29.2. 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.

29.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

29.3.1. if convened on the requisition of members—is to be dissolved, and

29.3.2. 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.

29.3.3. 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

30.1. The chairperson or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

30.2. If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

31.1. 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.

31.2. 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.

31.3. Except as provided in subclauses (31.1) and (31.2), 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

32.1. A question arising at a general meeting of the association is to be determined by:

32.1.1. a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or

32.1.2. 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.

32.1.3. 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.

32.1.4. Subclause (32.2) applies to a method determined by the committee under subclause (32.1) (a) in the same way as it applies to a show of hands.

32.2. 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

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

34. Voting

34.1. On any question arising at a general meeting of the association a member has one vote only.

34.2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote.

34.3. 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.

34.4. 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 votes permitted

35.1. Proxy voting can be undertaken at or in respect of a general meeting, provided the absent member gives to the association Secretary, in the format determined by the Committee, their vote for the Agenda items as notified for voting.

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

36. Postal or electronic ballots

36.1. 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 12).

36.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37. Use of technology at general meetings

37.1. 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.

37.2. 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 may effect and maintain insurance.

39. Funds – source

39.1. The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

39.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

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

40. Funds – management

40.1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

40.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 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.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

42. Distribution of property on winding up of association

42.1. 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.

42.2. 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 committee member.

44. 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.

45. Inspection of books etc

45.1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

45.1.1. records, books and other financial documents of the association,

45.1.2. this constitution,

45.1.3. minutes of all committee meetings and general meetings of the association.

45.2. 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.

45.3. 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.

46. Service of notices

46.1. For the purpose of this constitution, a notice may be served on or given to a person:

46.1.1. by delivering it to the person personally, or

46.1.2. by sending it by pre-paid post to the address of the person, or

46.1.3. 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.

46.2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

46.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and

46.2.2. 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

46.2.3. 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.

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 31 December, and

(b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December

Notes.

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

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the Associations Incorporation Act 1984.