

This is the proposal for the updated Constitution to comply with NSW Fair Trading (FT) current constitutional requirements, effective October 2022. Changes to the existing U3A document are in line with Fair Trading. Relevant NSW Legislation is Associations Incorporation Act 2009 and Associations Incorporation Regulation 2022. Changes the Constitution Review Group have made are printed in RED and located at **Clauses 1-7, 16-18, 20-24, 37, and 42.** The current U3A Constitution is located at www.bathurst.u3anet.org.au.

CONSTITUTION OF THE BATHURST U3A INCORPORATED

Under the Associations Incorporation Act 2009

As Adopted at the Special General Meeting held at

.....

On the

Signed Signed

Name Name

Position Position

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Part 1 Preliminary

1 Aims and Objectives

The aims and objectives of the Association are:

- (1) To provide learning opportunities for **retired and semi-retired people over 50 years of age**, using the skills and abilities of the members themselves.
- (2) To offer and administer courses and activities that require no pre-requisites, qualifications or assessments.
- (3) To engage with other not-for-profit organisations in a cooperative way.
- (4) To establish and maintain links with educational and **like** organisations.
- (5) To promote the U3A movement by **various means**.

2 Definitions

(1) In this constitution:

Association and/or U3A means The Bathurst U3A Incorporated

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in clause 16.

register of members means the register of members maintained under clause 4.

secretary, of the association, means

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

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

subcommittee means a subcommittee established under clause 20.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of association

3 Membership generally

- (1) Membership of Bathurst U3A Inc. shall be open to any **aged 50 years or over** person who has made application for membership on the form prescribed by the committee and paid the current annual subscription.
- (2) If an application is refused, the applicant may appeal to the Committee for reconsideration of the application. The applicant may introduce new material to indicate that they meet the criteria for membership.
- (3) Honorary life membership may be granted to any member of the association;
 - (a) upon nomination by the committee; and
 - (b) subsequent approval by the following Annual General Meeting.
- (4) Honorary membership may be bestowed upon any non member acting as a tutor or facilitator **for the duration of a course**.
- (5) **Every member of the Association is required to comply with the Association's Code of Conduct.**

4 Membership applications

- (1) An application by a person to be a member of the association must be:
 - (a) made in writing on the form determined by the committee: and
 - (b) lodged with the secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The committee must approve or reject the application.
- (5) As soon as practicable after the committee has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means as determined by the committee, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 6 within 28 days of the day the applicant received the notice.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

5 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (v) at the association's main premises, or
 - (vi) if the association has no premises - at the association's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, or as otherwise, determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

6 Fees and subscriptions

- (1) A member must pay to the U3A an annual subscription fee as determined by the committee:
 - (a) if a person becomes a new member on or after the first day of the financial year of the association:
 - (i) in accordance with clause 4(5)(b), and
 - (ii) subsequently, before the first day of the financial year of the association each year, or
 - (b) before the first day of the financial year of the association in each calendar year.
 - (c) **Honorary or Life Members are exempt from fees and subscriptions.**

7 Financial year

The Association's financial year is **1 January to 31 December each year.**

8 Members' liabilities

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 11:

- (1) the debts and liabilities of the association,
- (2) the costs, charges and expenses of the winding up of the association.

9 Disciplinary action against members

- (1) Where the committee is of the opinion that an individual member has persistently or willfully behaved in a manner prejudicial to the interests of the Association, the Committee may by resolution require the individual to show cause why they should not be disciplined by the Committee for that behavior.
- (2) Where the committee passes such a resolution, the Secretary will:
 - (a) advise the member of the terms of the resolution and the grounds upon which it is based; and
 - (b) give not less than 14 days notice to the member inviting the member to be represented at and to address the Committee and/or make a written submission to the Committee, in response to the resolution; and
 - (c) advise that the member may present other written submission from other members in support; and
 - (d) give notice of the time, date and place of that meeting.
- (3) At that meeting, the Committee will:
 - (a) Give due consideration to those representatives and submissions made by or on behalf of the member; and
 - (b) By resolution determine whether to:
 - (i) reprimand the member; and
 - (ii) suspend the member from the privileges of membership for a specified period not exceeding 6 months; or

- (iii) expel the member from membership; or
 - (iv) take no further action.
- (4) Within 7 days of the meeting, the Secretary will notify the member in writing of the Committee's resolution, and the member's of appeal to a special general meeting of the Association.

10 Right of Appeal

- (1) The member may give notice of appeal against the Committee's resolution, in writing, within 14 days of receiving the notice of the resolution by serving a notice on the Secretary.
- (2) The Committee's decision made under 3 above does not take effect until the expiration of the time for exercising the right of appeal has expired, or if notice of appeal has been given, unless and until the appeal is determined.
- (3) On receiving notice of appeal, the Secretary will convene a special general meeting of the Association to be held within 28 days after the date upon which the Secretary received the notice of appeal.
- (4) At the special general meeting convened to hear the appeal:
 - (a) no other business other than the question shall be dealt with; and
 - (b) the committee and the member shall be given the opportunity to put their respective cases; and
 - (c) after those cases have been presented, the financial members attending may vote:
 - (i) in support of the committee's resolution; or
 - (ii) in support of a lesser penalty, if proposed; or
 - (iii) to revoke the committee's resolution.

11 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
 - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- (1) cannot be transferred to another person, and
- (2) terminates once the person ceases to be a member of the association.

13 Member resignation

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

14 Cessation of membership

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

- (1) dies, or
- (2) resigns from being a member, or
- (3) is expelled from the association, or
- (4) fails to pay the annual subscription fee payable under clause 6 within 3 months of the due date.

Part 3 Committee

15 Functions of committee

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

- (1) is to control and manage the affairs of the association, and
- (2) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (3) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

16 Composition of committee

- (1) The committee must have at least 7 members, as elected in accordance with clause 17, consisting of:
 - (a) **an Executive of:**
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer

- (b) and at least 5 ordinary committee members or as recommended by the committee at the Annual General Meeting.
- (c) and the Public Officer (Annexure 1);

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee

- (2) If the necessary skills, qualifications and/or need for any specific position on the committee, not be present among the elected members, the committee may co-opt members who:
 - (a) have relevant experience and expertise, and
 - (b) do not have any business or other relationship that could materially interfere with or could reasonably be perceived to interfere with, the independent exercise of their judgement in relation to the operation of the Association.
- (3) Other than both the roles of president and vice-president a committee member may hold up to 2 roles with the consent of the committee.

17 Election of committee members

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) Any member standing for election must disclose any potential conflict of interest before the election.
- (3) The nomination must be:
 - (a) made in writing, and
 - (b) signed by at least 2 members of the association, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (4) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected, and
 - (b) a call for further nominations must be made at the meeting.
- (5) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (6) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (8) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

18 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) **There is a limit of 5 years on the number of consecutive terms for which a committee member may hold office.**

19 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the association under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member, in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

20 Secretary

- (1) As soon as practicable after being elected, the secretary must lodge a notice with the Association specifying the secretary's address, **telephone number and email details**.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.
- (4) The Secretary shall maintain a register of members showing name, address, telephone and other electronic means of communication, date of commencement and cessation of membership of the committee.

21 Treasurer

The treasurer of the association must ensure—

- (1) all money owed to the Association is collected **and promptly deposited in the Association's bank account/s**, and
- (2) all payments authorised by the association are made, and
- (3) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

22 Committee meetings

- (1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any **one of the Executive and another** committee member.
- (3) **A committee meeting may be held at two or more venues using any technology approved by the committee, that gives each of the committee's members a reasonable opportunity to participate.**
- (4) **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 that meeting, is taken to have voted in person.**

23 Notice of committee meeting

- (1) The secretary must give each committee member oral, written or electronic notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

24 Delegation by Committee

- (1) The committee may:
 - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the Association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (a) the power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.
- (3) A function, the exercise of which has been delegated to a sub-committee under this clause may, whilst 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 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.
- (5) Despite any delegation under this clause, the committee 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 committee.
- (7) This committee 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 appropriate.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations

25 Quorum

- (1) The quorum for a meeting of the committee is 5 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

26 Presiding committee member

The following committee member presides at a meeting of the committee:

- (a) the president,
- (b) if the president is absent - the vice-president,
- (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

27 Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or sub-committee
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote

28 Acts valid despite vacancies or defects

- (1) Subject to clause 23(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

29 Meetings by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

30 Annual general meetings

- (1) The association must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the association's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

31 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

32 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

33 Quorum

- (1) The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

34 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

35 Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at **any General or Committee** meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

36 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the member to the association.
- (2) Each member has 1 vote, except as provided by clause 34(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 36 applies - an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

37 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation. See Annexure 2.

38 Meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or

- (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

39 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (1) the public officer, or
- (2) a committee member.

40 Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - (a) the **joining** fees and annual subscription fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
 - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) **Payment of accounts may be made by cheque or electronic means.**
- (5) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

41 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

42 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

43 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

44 Custody of records and books

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

- (1) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
 - (a) the public officer,
 - (b) a member of the association, or
- (2) if the association has no premises - at the association's official address, in the custody of the public officer.

45 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (a) this constitution,
 - (b) minutes of committee meetings and general meetings of the association,
 - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

46 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause: ***surplus property*** has the same meaning as in the Act, section 65.