

Gunuma Lodge Inc

Constitution

Under the NSW Associations Incorporation Act 2009

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Part 1 - Preliminary

1. DEFINITIONS

(1) In this constitution:

Co-member means the type of member described in clause 8A of this Constitution.

Family Member means the husband, wife, partner, or child of any age (including a child of marriage or adopted child) of the relevant Ordinary Member.

Life Member means the type of member described in clause 3C of this Constitution.

Ordinary Member means an ordinary member of the association who is not a Life Member or Summer Member.

Summer Member means the type of member described in clause 3F of this Constitution.

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.

Part 2 - Membership

2. 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 has been nominated and 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 was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person 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) The Association will have a minimum of 200 members and a maximum of 800 members.

3. NOMINATION FOR MEMBERSHIP

(1) A nomination of a person for membership of the Association:

- (a) must be made by two members of the Association in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the membership secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the membership secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

- (3) As soon as practicable after the committee makes that determination, the membership secretary must:
 - (a) notify the nominee, in writing (including by email or other electronic means, if the committee so determines), that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The membership secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

3A. NEW MEMBERS AT THE DISCRETION OF THE COMMITTEE

- (1) Subject to this Constitution, the committee has full discretion to determine the number and type of new memberships offered.
- (2) Where there is more than one nomination on the waiting list, the committee must:
 - (a) give priority to any nomination of a Family Member of a member and if there is more than one such nomination, consider those nominations in the order in which they were received; and
 - (b) consider all remaining nominations in the order in which they were received.

3B. TYPES OF MEMBERS WITHIN THE ASSOCIATION

- (1) The Association has memberships as follows:
 - (a) Ordinary Members;
 - (b) Life Members; and,
 - (c) Summer Members (refer to clause 3G below for restrictions).

3C. LIFE MEMBERS

- (1) The committee may from time to time in its absolute discretion move a resolution at a general meeting to nominate an existing member of the Association as a Life Member.
- (2) The committee, when determining whether to nominate a member as a Life Member, shall have regard to but not be limited to the following considerations:
 - (a) The number of years of membership of the member;
 - (b) The contribution to the Association (or to any predecessor of the Association including Gunuma Ltd company) by the member, whether financial or otherwise;
 - (c) The contribution to the maintenance and upkeep of the Gunuma Ski Lodge at Smiggin Holes by the member.
- (3) At the general meeting the committee shall call for a vote on whether the member shall be made a Life Member of the Association. If the majority of votes at the general meeting, whether by proxy or otherwise, support the nomination by the committee for the member to be made a Life Member, the member shall from the date of the general meeting be a Life Member of the Association.
- (4) Life Members shall be exempt from paying annual fees of the Association.

3D. VOTING RIGHTS OF MEMBERS

- (1) All Ordinary Members and Life Members have equal rights including voting rights.
- (2) To remove all doubt, a Family Member, a Summer Member and a Co-Member have no rights other than booking rights referred to in clause 8A and clause 3F below and have no voting rights.

3E. DEATH OF A MEMBER

- (1) Where a member of the Association dies, one Family Member of the deceased member may apply to the Committee within 180 days of the death of the member for a new membership.
- (2) The committee on receipt of this nomination will grant the new membership subject to any condition or conditions that the committee

deems appropriate in the circumstances and may, at its discretion, waive any entrance fee that would otherwise be payable for the new membership.

3F. SUMMER MEMBERS

- (1) A Summer Member has no voting rights.
- (2) A Summer Member has equal booking rights to an Ordinary Member outside of the Gunuma ski season as determined by the committee under clause 8A.

4. CESSATION OF MEMBERSHIP

- (1) A person ceases to be a member of the Association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee under clause 8(3) within 12 months after the fee is due.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- (1) 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

- (1) A member of the Association may resign from membership of the Association by first giving to the membership secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (2) If a member of the Association ceases to be a member under subclause 6(1), and in every other case where a member ceases to hold membership, the membership secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Where a member resigns from the Association, the member has no right to a refund of any monies paid to the Association.
- (4) Subject all money due and payable by the member being fully paid to the Association, a member who resigns from the Association may nominate one Family Member for a new membership by attaching the nomination to the resignation document.
- (5) The committee on receipt of this nomination will grant the new membership subject to any condition or conditions that the committee deems appropriate in the circumstances and may, at its discretion, waive any entrance fee that would otherwise be payable for the new membership.

7. REGISTER OF MEMBERS

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member. The register may also contain the email address of the member as provided by the member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) An Ordinary Member or Life member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. FEES AND SUBSCRIPTIONS

- (1) The committee may from time to time offer new memberships to persons in order to maintain an ongoing membership of the Association or in order to raise funds for the Association.
- (2) The entrance fee to the Association shall be determined by the committee. In determining the entrance fees the committee has full discretion to determine what fee is charged. The committee shall in its discretion consider the amount of past entrance fees charged to new members when determining entrance fees.
- (3) The annual membership fee is determined by the committee and is payable on a date determined by the committee. In determining the annual membership fees the committee has full discretion to determine what fee is charged. The committee shall in its discretion consider the amount of past annual membership fees charged when determining annual membership fees.
- (4) Ordinary Members and Summer Members are required to pay annual membership fees as determined by the committee from time to time.

8A. BOOKING RULES

- (1) Subject to this Constitution and any applicable resolution of the Association, the committee may from time to time prepare, amend or alter booking rules of the Gunuma Ski Lodge.
- (2) Any member of the Association who wishes to propose a new booking rule, or an amendment of an existing booking rule, may do so either by:
 - (a) submitting a proposal to the committee for consideration; or

- (b) raising it as an item of business to be decided at a general meeting in accordance with clause 30 of this Constitution.
- (3) For the purposes of clause 8A(1), the committee may determine:
- (a) the definition of the following in the booking rules:
 - A child of a member;*
 - An adult child of a member;*
 - An accompanied guest;*
 - An unaccompanied guest;*
 - (b) the dates to define the “winter” and “summer” booking periods of the ski lodge the method of bookings for the ski lodge;
 - (c) who may book for the ski lodge;
 - (d) when a person may book for the ski lodge;
 - (e) what conditions if any apply to the person or the booking at the ski lodge;
 - (f) the cost of all bookings for the ski lodge;
 - (g) the cancellation rules and charges for bookings at the ski lodge;
 - (h) the method of payment and when payment is required for a booking at the ski lodge; and
 - (i) any other matter, condition, rule or thing related to all bookings at the ski lodge.
- (4) Each Ordinary Member, Summer Member and Life Member may nominate one person as their Co-Member.
- (5) A Co-Member has no voting rights.
- (6) Notwithstanding subclause 3D(2), a registered Co-Member is entitled to make bookings for accommodation at the Gunuma Ski Lodge via use of the members account, on the same dates and with the same priority as the member who nominated them, but only for:
- (a) him or herself; and
 - (b) any other person that the member is entitled to make bookings for under the booking rules.

- (7) All members making bookings at the ski lodge shall abide by the booking rules as determined from time to time by the committee. Any member who fails to abide by the booking rules shall be liable to discipline provisions of the Constitution.

9. MEMBERS' LIABILITIES

- (1) 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.
- (2) All members must at all times accept responsibility (vicarious liability) for the actions of their Co-Member, children and guests while they are staying at the Lodge, whether or not the member is staying at the Lodge at the same time.

10. RESOLUTION OF DISPUTES

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

11. DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the 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 willfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the committee decides to deal with the complaint, the committee:
 - (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 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 committee may, by resolution, expel the member from the Association, suspend the member from membership of the Association for a period of time determined by the committee, or suspend a member's booking rights for a period of time determined by the committee or apply a financial penalty, after considering the complaint and any submissions made in connection with the complaint, if the committee is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension or financial penalty is warranted in the circumstances.
- (5) If the committee expels, suspends or applies a financial penalty 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.
- (6) The expulsion, suspension or financial penalty does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.

12. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in 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.
- (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 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 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 Ordinary and Life members of the Association.

Part 3 - The committee

13. POWERS OF THE COMMITTEE

Subject to the Act, the Regulation and this Constitution and to 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 such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

14. COMPOSITION AND MEMBERSHIP OF COMMITTEE

(1) The committee consists of the following committee members, each of whom are office bearers of the Association:

- (a) the president;
- (b) the vice president;
- (c) the treasurer;
- (d) the secretary;
- (e) the capital works manager;
- (f) the membership secretary;
- (g) the communications manager;
- (h) the maintenance manager;
- (i) the logistics manager; and
- (j) the environmental manager.

(2) Each member of the committee holds office, subject to this Constitution, until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.

14A. NOMINATION FOR COMMITTEE MEMBERS AT THE ANNUAL GENERAL MEETING

- (1) In accordance with clause 15, unless and until there are insufficient candidates for committee positions at the annual general meeting, a nomination for a committee position will not be accepted at the Annual General Meeting.

15. ELECTION OF COMMITTEE MEMBERS

- (1) Nominations of candidates for election as committee members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be 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 members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as a committee member of the Association must be a member of the Association.

16. SECRETARY

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of members of the committee, and
 - (b) the names of members of the committee who were present (either in person or via electronic means) 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.

17. TREASURER

- (1) It is the duty of the treasurer of the Association to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. CASUAL VACANCIES

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, 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.

19. 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 that 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.

20. COMMITTEE MEETINGS AND QUORUM

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as 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 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.
- (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 5 office bearers 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 an hour of the time appointed for the meeting, a quorum is not present, the meeting is to be dissolved.
- (7) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21. 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.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. 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 person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (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

24. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed or prescribed under section 37(2) (b) of the Act.

25. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (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 reports on the activities of the Association during the last preceding financial year,
 - (c) to elect committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. 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 in writing of at least 5 per cent of the total number of members entitled to vote under clause 3D, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and

- (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. 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 25 (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.

28. 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) Fifteen 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 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 an hour after the time appointed for the commencement of the meeting, the members present (being at least 8) are to constitute a quorum.

29. 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.

30. 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.

31. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the 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.

32. SPECIAL RESOLUTIONS

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

33. VOTING

- (1) Subject to this clause 32, on any question arising at a general meeting of the Association a member entitled to vote under clause 3D 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.

34. PROXY VOTES

- (1) Each member entitled to vote at a general meeting under clause 3D is entitled to appoint another member (who is also entitled to vote under clause 3D) as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) No member may hold more than 5 proxy votes.

35. POSTAL OR ELECTRONIC BALLOTS

- (1) The Association may hold a postal ballot or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

36. 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

37. INSURANCE

The Association may effect and maintain insurance.

38. FUNDS - SOURCE

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee

40. CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

41. CUSTODY OF BOOKS ETC

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

42. INSPECTION OF BOOKS ETC

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,

- (b) this Constitution,
 - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$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.

43. SERVICE OF NOTICES

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving of notices.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. FINANCIAL YEAR

The financial year of the Association commences on 1 October of each year.