

# KU-RING-GAI HISTORICAL SOCIETY INC. CONSTITUTION

## Preamble

The Ku-ring-gai Historical Society was formed on 7 November 1963. It is a significant and active part of the Ku-ring-gai community.

The Society was incorporated as Ku-ring-gai Historical Society Inc. on 12 March 1986 with Registration Number Y00261-19.

In January 2002 the Family History Group was formally established as part of the Society and its meetings and activities have continued to be an important aspect of the Society ever since.

This constitution, which was adopted at a Special General Meeting of the Society held on **[date to be inserted of SGM which accepts this constitution]**, completely replaces the previous rules, dated September 2004. This constitution complies with the Associations Incorporation Act 2009 and Associations Incorporation Regulation 2016.

## Objects

The objects of the Ku-ring-gai Historical Society Inc. are:

- (1) To stimulate an interest in the history of Ku-ring-gai; to encourage and undertake research into, and the collection, preservation and recording of local historical material and information.
- (2) To provide a focus for members of the community, so that they may gain information about the community in terms of its history, the built environment and the residents of the community and their histories.
- (3) To facilitate and encourage family history research.

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# Part 1: Preliminary

## 1. Definitions

(1) In this constitution:

**Society** means the Ku-ring-gai Historical Society Inc.

**office-bearer** means a person holding the role of President, Vice President, Secretary or Treasurer.

**ordinary Committee member** means a member of the Committee who is not an office-bearer of the Society.

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the Society, or
- (b) if no person holds that office, then a person determined by the Committee to perform that function

**Immediate Past President** means the person who was president at the opening of the general meeting at which the president was elected in accordance with rule 16.

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

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

**returning officer** means the person who shall be responsible for the conduct of the election of office-bearers and ordinary Committee members at the Annual General Meeting, and shall not be a member of the Committee.

**public officer** is the official point of contact with the Society for NSW Fair Trading and its successors, and is one of the authorised signatories.

**natural person** means an individual as distinct from a legally generated entity, e.g. a corporation.

**financial member** is a member who has paid all current membership fees.

(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 Society if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved by the Committee for membership of the Society.
- (2) An organisation or corporation is only eligible to be an Associate or Corporate Member of the Society
- (3) Membership of the Society shall be open to persons interested in supporting the objects of the Society.

### 3. Membership types

#### Individual Membership

An **Individual Member** is one natural person. An Individual Member is entitled to one vote.

An **Overseas Member** is an Individual Member who pays a higher membership fee owing to the surcharge for overseas postage. In all other ways an Overseas Member should be considered as an Individual Member.

#### Household Membership

The Society may accept as household members any persons living at the same address. The names of those persons included in the household membership must be stated on the application for membership. Household members shall have no more than two votes per household for the purpose of clause 33(1), and each person can cast only one vote.

#### Life Membership

Life Membership may be granted to a member who has given outstanding service to the Society. This is the Society's highest award, and the Society shall not have more than eight life members at any time. Giving reasons, any five members may nominate in writing a member or past member to be a life member. The Committee shall consider the nomination and if it so determines, the nomination shall then be submitted to members at a general meeting and if approved, the nominee shall be so informed, and presented with a Life Membership certificate.

On the death of a life member the Committee may, at its discretion, extend to the surviving spouse an associate membership. No fees would be payable, and the member would have no voting rights.

#### Corporate Membership

A category of membership for organisations or bodies interested in joining the Society. No voting rights apply.

#### Associate Membership

A category of membership for any other persons or organisations that the Committee deems appropriate. No fees or voting rights apply.

## **4. Application for membership**

- (1) An application by a person for membership of the Society:
  - (a) 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
  - (b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary of the Society or such other person as may be determined by the Committee.
- (2) As soon as practicable after receiving an application for membership, the Committee shall determine whether to approve or to reject the application. The Committee is not required to supply a reason for accepting or rejecting any application for membership.
- (3) As soon as practicable after the Committee makes that determination, the Committee must:
  - cause the applicant to be advised in writing (including by email or other electronic means, if the Committee so determines or by publication in the Newsletter in the case that the application has been approved), that the Committee has approved or rejected the application (whichever is applicable).
- (4) The Committee must, on acceptance of the application, 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 Society.
- (5) Membership fees shall be due at the time of application, and if membership is rejected those fees will be refunded.

## **5. Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or
- (d) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is payable.

## **6. Membership entitlements not transferable**

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership or death.

## **7. Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by giving written notice to the Secretary or a member of the Committee.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the

Secretary or other person nominated by the Committee must make an appropriate entry in the register of members, recording the date on which the member ceased to be a member.

## **8. Register of members**

- (1) The Secretary or other person, as determined by the Committee, must establish and maintain a register of members of the Society (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members will be open for inspection, free of charge, by any member of the Society by appointment. An ordinary member may only view their own membership record unless they fulfil a role, as determined by the Committee, for which they need access to the membership information.
- (4) An ordinary member of the Society may obtain a copy of their own record in the register on payment of a fee of not more than the current charge for photocopying for each page printed.
- (5) An ordinary 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 Society or other material relating to the Society, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9. Fees and subscriptions**

- (1) An applicant for membership of the Society, on admission to membership, may be required to pay to the Society an entrance fee of an amount as determined by the Committee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Society must pay to the Society an annual membership fee of an amount as determined by the Committee,
  - (a) except as provided by paragraph (c), membership shall fall due on 1 July in each calendar year and will be payable within 30 days of that due date, or
  - (b) if the member becomes a member on or after 1 July in any calendar year and before 28 February of the following year membership fees will become due on becoming a member, and will fall due on 1 July in each

succeeding calendar year and will be payable within 30 days of that due date.

- (c) if the member becomes a member after 28 February in any year, the fee paid shall entitle the member to remain a member until 30 June in the following year.
  - (d) The Committee at its sole discretion may grant continuity of membership to a member who for whatever circumstances failed to make payment of the fees prior to the expiration of three months after the due date for payment of membership fees.
- (3) A Life Member or Associate Member is not required to pay any annual membership fee.

## **10. Members' liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 9.

Additionally, any other monies and/or lent items owing by the member are to be remitted, including any amounts the Committee thinks reasonable in respect of lent items not returned in good order.

## **11. Resolution of disputes**

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

## **12. Disciplining of members**

- (1) A complaint may be made to the Committee by any person that a member of the Society:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (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 Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the 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 13.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 12, whichever is the later.

### **13. Right of appeal of disciplined member**

- (1) A member may appeal within 7 days after notice of the resolution is served on the member under clause 12, by lodging with the Secretary a notice to that effect. The appeal against a resolution of the Committee will be dealt with in a Special General Meeting.
- (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 Special General Meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a Special General Meeting of the Society 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 members of the Society.

## **Part 3: The Committee**

### **14. Powers of the Committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in a general meeting, the Committee:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all the functions that may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, 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 Society.

### **15. Composition and membership of the Committee**

- (1) The Committee is to consist of:
  - (a) the office-bearers of the Society, and
  - (b) no more than five ordinary Committee members  
each of whom is to be elected at the Annual General Meeting of the Society under clause 16, and
  - (c) the Immediate Past President. This position is ex-officio and shall have a term of one year. The Immediate Past President must be a financial member and is entitled to vote but shall not be taken into account in the calculation of a quorum. After the term of one year the member may nominate to be elected as an ordinary Committee member.
- (2) The maximum number of Committee members is to be eleven.
- (3) The office-bearers of the Society are as follows:
  - (a) the President,
  - (b) up to two equal Vice-Presidents,
  - (c) the Treasurer,
  - (d) the Secretary.
- (4) A Committee member may hold up to two offices (other than both the offices of President and Vice-President).
- (5) For Committee positions elected under this constitution
  - (a) the maximum number of consecutive terms for which an office-bearer may hold a particular office is five.
  - (b) the maximum number of consecutive terms for which an ordinary Committee member may hold office is eight.
- (6) Notwithstanding subclause 15.5, any member who has held positions on the Committee, whether as an office-bearer, ordinary Committee member or both, may serve no more than ten consecutive terms as a member of the Committee. After such consecutive terms a period of not less than one

calendar year must elapse before that member is once again eligible to stand for any position on the Committee.

- (7) Each member of the Committee is to hold office until the conclusion of the next Annual General Meeting following the date of the member's election.
- (8) Should the Annual General Meeting fail to elect a Vice-President, or Secretary, or Treasurer, the Committee may appoint a person to the combined offices of Vice-President and Secretary or of Vice-President and Treasurer, or of Secretary and Treasurer, but in any case the number of office-bearers shall not be less than four.

## **16. Election of Committee members**

Election of Committee members shall occur at the Annual General Meeting

- (1) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Society must be a financial member of the Society.
- (2) Nominations of candidates for election as office-bearers of the Society or as ordinary Committee members:
  - (a) must be made in writing on the form authorised by the Committee, signed by two financial members of the Society and accompanied by the written consent of the candidate (which must be endorsed on the form of the nomination), and
  - (b) must be lodged with the returning officer of the Society by close of business at least 15 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (3) If the number of nominations received is sufficient to fill each of the office-bearer and ordinary Committee member vacancies, the candidates nominated will be put to the Annual General Meeting for approval, and if approved, will be taken to be elected.
- (4) If insufficient nominations are received, those candidates nominated will be put to the Annual General Meeting for approval, and if approved will be taken to be elected. Any vacant positions remaining on the Committee are taken to be casual vacancies. No further nominations will be received at the Annual General Meeting.
- (5) Where a dispute arises regarding the validity of a nomination, the returning officer shall after considering advice, if any, from members attending the meeting and entitled to vote, determine the validity of the nomination.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be conducted by the returning officer.
- (7) The ballot for the election of office-bearers and ordinary Committee members of the Committee shall be conducted at the Annual General Meeting in accordance with Appendix 1 of this constitution.
- (8) Where a ballot is conducted, each of the candidates may appoint a scrutineer to assist in the review of the number of votes received by the candidates.
- (9) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election subject to time limits mentioned in clause 15. The new Committee will take over immediately on the

closure of the Annual General Meeting.

- (10) A financial member may nominate or second only one person to be a member of the Committee.

## **17. Secretary**

- (1) It is the duty of the Secretary to assist with routine clerical and administrative functions and to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Committee, and
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
  - (c) all proceedings at Committee meetings and general meetings.
- (2) Following acceptance, minutes of proceedings at a meeting must be signed by the chairperson of that meeting or by the chairperson of the next succeeding meeting.
- (3) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (2).

## **18. Treasurer**

It is the duty of the Treasurer to ensure:

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.
- (c) a report of the Society's financial position is provided at each Committee meeting. That report forms part of the minutes of the meeting, and shall be secured in the minute book.
- (d) an annual income and expenditure statement and balance sheet is prepared and audited for presentation to the members at the AGM.

## **19. 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 Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Society, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 20, 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.
- (3) A casual vacancy may exist if there are insufficient nominations at the Annual General Meeting.

## **20. Removal of Committee members**

- (1) The Society in a general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society 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.

## **21. Committee meetings and quorum**

- (1) The Committee must meet at least 5 times in each period of 12 months at such places and times 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 any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) One half of the members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, but where the number of members is an odd number a quorum shall be half of the next higher even number. The Immediate Past President shall be entitled to attend Committee meetings, but shall not be taken into account in the calculation of a quorum.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is

not present, the meeting is to stand adjourned to a suitable time and place as soon as possible.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the President or, in the President's absence, a Vice-President is to preside, or
  - (b) if the President and both Vice-Presidents 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.

## **22. 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.

## **23. Delegation by Committee to sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of the member or members of the Society 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.
- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

## **24. 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 casting vote.
- (3) Subject to clause 21 (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: Meetings**

### **25. General Meetings**

The Committee shall endeavour as far as it considers practicable to convene at least one such meeting in each of the months of January to November inclusive. Notice of such meetings may be given electronically, by the serving of notice by mail, or by a notice in the Society's Newsletter at least 14 days prior to the meeting.

### **26. Annual General Meetings - holding of**

- (1) The Society must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Society must hold its Annual General Meetings:
  - (a) within 6 months after the close of the Society's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **27. Annual General Meetings - calling of and business at**

- (1) The Annual General Meeting of the Society is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
  - (b) to receive from the Committee reports on the activities of the Society during the last preceding financial year,
  - (c) to elect office-bearers of the Society and ordinary Committee members, [refer to Appendix 1],
  - (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 that type of meeting in the notice convening it.

### **28. Special General Meeting - calling of**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
- (2) The Committee must, on the requisition of at least 5% of the total number of members, convene a Special General Meeting of the Society.
- (3) A requisition of members for a Special General Meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and



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

## **29. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary must, at least 14 days before the date fixed for the holding of that general meeting, give, or cause to be given, a notice to each member specifying the place, date and time of the meeting. Such notice may be given electronically, by the serving of notice by mail, or by a notice in the Society's Newsletter.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, 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. Such notice may be given electronically, by mail, or by a notice in the Society's Newsletter.
- (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 27 (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.
- (5) The Secretary must give, or cause to be given, notice of an Annual General Meeting at least 21 days before the date fixed for the holding of the Annual General Meeting, specifying the place, date and time of the meeting. Such notice may be given electronically, by mail, or by a notice in the Society's Newsletter.
- (6) If a Special General Meeting is to be called, the Secretary must cause notice to be given to each member specifying, in addition to the place, date and time of the meeting, the intention to propose the resolution as a special resolution. Such notice may be given electronically, by mail, or by a notice in the

Society's Newsletter and must be given at least 21 days before the date fixed for the holding of such meeting.

### **30. Quorum for meetings**

- (1) No item of business is to be transacted at a general meeting, Special General Meeting or the Annual General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five financial members or two percent of the financial membership being present (being members entitled under this constitution to vote at a general meeting), whichever number is higher, constitute a quorum for the transaction of the business of a general meeting.
- (3) Ten financial members or five percent of the financial membership being present (being members entitled under this constitution to vote at a general meeting), whichever number is higher, constitute a quorum for the transaction of the business of an the Annual General Meeting or a Special General Meeting.
- (4) If within half an hour after the appointed time for the commencement of the 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.
- (5) 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.

### **31. Presiding member**

- (1) The President or, in the President's absence, a Vice-President, is to preside as chairperson at each general meeting of the Society.
- (2) If the President and both Vice-Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **32. Adjournment**

- (1) The chairperson of a general meeting, Special General Meeting or Annual 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, Special General Meeting or Annual General Meeting is adjourned for 14 days or more, the Secretary must cause to be given written, electronic or oral notice of the adjourned meeting to each member of the

Society 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, Special General Meeting or Annual General Meeting, or of the business to be transacted at an adjourned meeting is not required to be given.

### **33. Making of decisions**

- (1) A question arising at a general meeting, Special General Meeting or Annual General Meeting of the Society is to be determined by:
  - (a) 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
  - (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 appears to be carried unanimously, or carried by a particular majority, or lost, or an entry to that effect in the minute book of the Society, 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.

### **34. Special resolutions**

A special resolution may only be passed by the Society in accordance with section 39 of the Act. See Appendix 2

### **35. Voting**

- (1) On any question arising at a general meeting of the Society an individual member has one vote only. A household membership may have up to two votes: one vote if only one member of the household is present at the meeting, or two votes if two or more members of that household membership are present at the meeting.
- (2) In the case of an equality of votes on a question at a general meeting, Special General Meeting or Annual General Meeting, the chairperson of the meeting is entitled to exercise a casting vote.
- (3) A member is not entitled to vote at any general meeting, Special General Meeting or Annual General Meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (4) A member is not entitled to vote at any general meeting, Special General Meeting or Annual General Meeting of the Society if the member is under 18 years of age.

### **36. Proxy votes not permitted**

Proxy, postal and electronic voting must not be undertaken at or in respect of any meeting.

### **37. Use of technology at General Meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Society's members a reasonable opportunity to participate.
- (2) A member of the Society 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 Society shall effect and maintain such insurance as the Committee deems necessary including, but not limited to, public liability insurance.

### **39. Funds - source**

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

### **40. Funds - management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner that the Committee determines.
- (2) All cheques, electronic transfers or other recognised payments must be signed by 2 authorised signatories.

### **41. Society is non-profit**

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

### **42. Distribution of property on winding up of Society**

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

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

- (1) An application for registration of a change in the Society'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.
- (2) The name of the Society, its statement of objects and the constitution may be

altered, rescinded or added to only by a special resolution of the Society.

#### **44. Custody of books etc**

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

- (a) at the main premises of the Society, in the custody of the public officer or a member of the Society (as the Committee determines), or
- (b) if the Society has no premises, at the Society's official address, in the custody of the public officer.
- (c) such records may be kept electronically.
- (d) such records to be kept for a time period as legally required or longer as determined by the Committee.

#### **45. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour, by prior appointment:
  - (a) Records (excluding membership), books and other financial documents of the Society,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the Society.
- (2) A member of the Society 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 Society to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

#### **46. 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 a form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by 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 Society is each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

# **Appendix 1: Management of Election of Office-Bearers and Committee Members**

## **Introduction**

Members shall be given at least 21 days notice of the intention to hold the Society's Annual General Meeting. That notice may be given electronically, by the serving of notice by mail, or by a notice in the Society's Newsletter.

At that time nominations shall be called for the positions of the Society's officer-bearers and ordinary Committee members. The nominee must be a financial member of the Society, and the nomination must be made by a financial member of the Society and the seconder must be a financial member of the Society. The nominee must indicate acceptance of the nomination, agree to the responsibilities of the position, and may provide a short statement about themselves for the benefit of members. That statement will be included with the completed nomination form.

A member may only nominate or second one person.

The prescribed nomination forms are available at the Society's premises.

The completed nomination form must be lodged with the Returning Officer, or in a place specified by the Returning Officer, by close of business 15 days prior to the date of the Annual General Meeting.

## **Administration**

The Secretary or other person as determined by the Committee shall prepare ballot papers in a form that divides the election of office-bearers from that of ordinary Committee members.

The ballot papers shall include for all positions:

- Nominee's name
- Nominator's name
- Secunder's name
- The short statement supplied by the nominee as to their relevant experience

In the case where the number of nominations for a role is equal to or less than the number of positions available for that role ballot papers will not include that role.

In the case where the number of nominations for all roles is equal to or less than the number of positions available for the roles ballot papers will not be prepared.

In both the above cases the membership present at the Annual General Meeting will still be required to approve the nominations. If the nomination is not approved then the position is vacant.

## **Casting of Votes**

At the Annual General Meeting, under the control of the Returning Officer, financial members of the Society shall be given two ballot papers:

- one containing the nominations for office-bearers and,
- one containing nominations for Committee Members.

If, in either category the number of nominations equals, or is less than, the available number of positions, that ballot paper is not distributed.

If, the number of nominations in either category exceeds the available places a ballot



shall be held for that category, commencing with office-bearers.

Following the declaration of that poll, voting shall then proceed to the election of ordinary Committee members, allowing for the removal of any candidates who become an office-bearer.

If that removal provides a number of candidates equal, or less than, the number of vacancies, no ballot shall occur, but the Annual General Meeting will still be required to accept those people who were nominated before they can be declared as elected.

If that removal of candidates for ordinary member due to them being elected as an office-bearer provides a number of candidates less than required to form a Committee, the elected Committee shall fill those as casual vacancies.

Prior to the ballots, a candidate may remove his/her name from the list of nominations.

## Appendix 2: Explanatory Notes

### Meeting Types

There are several types of meetings. Most are general meetings and some are extraordinary meetings. Additionally, there are Annual General Meetings and Special General Meetings.

#### *General Meeting*

These meetings are ordinary or regular meetings. They are meetings which are usually held on a regular basis and conduct business for which no special notice needs to be given (according to the organisation's rules or constitution).

#### *Extraordinary Meeting*

An extraordinary meeting is simply a meeting that is outside the regular timetable. It is usually called to discuss something important or unusual. This type of meeting requires no special notice but it is good governance to advise eligible members that the meeting is being held, and the purpose for it being held outside of the normal timetable – that is, the topic of discussion.

#### *Annual General Meeting*

This is the meeting which most organisations have once each year and the requirements are usually found in the constitution, and also often in the legislation under which the organisation is constituted.

An Annual General Meeting (usually referred to as an AGM) will often have the reports of the major office-bearers, consideration of the annual financial report, election of officers, adopting the budget for the next 12 months (which should include the membership fee if there is one) and also changes to the constitution.

AGMs have special requirements in terms of the period of time for which notice of the meeting has to be given and often also, the nature of information that must be provided in advance – financial reports for instance.

The word “general” in Annual General Meeting means that anybody who is a financial member of the organisation is entitled to attend and vote in most cases.

#### *Special General Meeting*

A Special General Meeting (SGM) has exactly the same powers and voting requirements as an AGM and must meet all the same requirements such as a minimum period for notice of meeting.

Special General Meetings must have a specific purpose. The most common is to consider changes to the constitution.

### Special Resolutions

Extract of Section 39 from the Associations Incorporation Act 2009 No 7:

- "
- (1) A resolution is passed by an association as a **special resolution** :
- (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - (b) in a postal or electronic ballot conducted by the association, or

- (c) in such other manner as the Secretary may direct,  
if it is supported by at least three-quarters of the votes cast by members of the association who, under the associations constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
  - (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
  - (4) A direction under subsection (1) (c) may not be given unless the Secretary<sup>1</sup> is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b)."

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<sup>1</sup> "Secretary" in the above extract refers to the Commissioner for Fair Trading.