

INDUSTRIAL RELATIONS SOCIETY OF NEW SOUTH WALES CONSTITUTION (2021)

Under the Associations Incorporation Act 2009 (NSW)

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

the Act means the *Associations Incorporation Act 2009*.

Newcastle Branch means the branch of the Society, the members of which live in or around the cities of Newcastle, Lake Macquarie and the Regions of the Hunter and Manning.

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

relevant fields of practice means the fields of industrial / labour / workplace / employee relations, human resources and occupational / workplace health and safety.

the Regulation means the *Associations Incorporation Regulation 2016*.

relevant groups means:

- *management (including employer associations and persons employed principally to provide advice in a relevant field of practice),*
- *the trade unions,*
- *government services (including tribunals and parliament),*
- *the professions (barristers and solicitors),*
- *consultants (being a self-employed persons, or a person engaged by a body corporate as an independent contractor principally to provide advice in a relevant field of practice),*
- *academics in universities/tertiary institutions teaching in relevant fields of practice, and*
- *students in universities/tertiary institutions studying in relevant fields of practice.*

secretary means:

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

Society means the *Industrial Relations Society of New South Wales*.

special general meeting means a general meeting of the Society other

than an annual general meeting.

- (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.

1A Name and branches

- (a) The name of the association shall be the Industrial Relations Society of New South Wales.
- (b) The Society incorporates the Newcastle Branch.
- (c) The Committee may establish other branches of the Society. However:
 - (i) no branch of the Society may be established unless a notice of motion to establish the branch has been given to the Committee at least 14 days before a vote to establish the branch is conducted.
 - (ii) no branch is to be established unless it adequately reflects the interests of the relevant groups. Except that, in exceptional circumstances the Committee may establish a branch when it is not practicable that the branch reflect the interests of the relevant groups.

1B Objects

The objects of the Society shall be to organise and foster discussion, research, education and publication within relevant fields of practice. The Society must operate independently and be non-partisan. Any Branch of the Society must also fulfil the objects of the Society.

1C Patron

- (a) At the Annual General Meeting or Special General Meeting the members may elect a patron of the Society who shall not be a member of the Committee. The nomination of a patron of the Society may only be put on the recommendation of the Committee. The appointment as patron shall take effect from the Annual General Meeting and shall continue until the following Annual General Meeting.
- (b) The Newcastle Branch (and any other Branch) may elect its own Patron.

Part 2 Membership

2 Membership

- (1) A person is eligible to be a member of the Society if the person is a natural person with an interest in relevant fields of practice.
- (2) Members of the Newcastle Branch (and any other Branch) are members of the Society.
- (3) On payment of the Annual Subscription a natural person becomes a member of the Society and is:
 - (a) entitled to all the benefits and privileges of membership (except if they are a member of a branch), and
 - (b) bound by this constitution.
- (4) Notwithstanding clause 2(1) the Committee may, on such terms and conditions as it thinks fit, also admit to membership of the Society:
 - (a) any student of an academic institution in NSW,
 - (b) any body corporate, partnership, association, institution, organisation or society,
 - (c) any member of the Australian Labour and Employment Relations Society (formerly the Industrial Relations Society of Australia), and
 - (d) any other natural person as an honorary life member of the Society if they have rendered distinguished service to the Society.

3 Application for membership

- (1) An application by a person for membership of the Society must be:
 - (a) made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee,
 - (b) lodged (including by electronic means, if the committee so determines) with the secretary of the Society, and
 - (c) accompanied by the Annual Subscription.
- (2) A person seeking to be a member of the Newcastle Branch (or any other branch) must indicate their desire to do so when completing and renewing their membership or upon election at any other time. The Secretary of the Society must (on an annual basis and when reasonably requested to do so)

provide the Secretary of any branch with a list of the members who have elected to be a member of the branch.

4 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 Subscription under clause 8 (2) within one month after it is due.

5 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.

6 Resignation of membership

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (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 must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary must establish and cause to be maintained 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, or
 - (c) in an electronic format, on a computer or server, controlled by the Secretary or the delegate of the Secretary.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at any reasonable hour.
- (4) Subject to the provisions of any relevant Privacy Act/s, a member of the Society 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. For the avoidance of doubt, a member may opt out of having their postal, residential or email address recorded in the register.
- (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 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.

For the avoidance of doubt a member must not use information about another member obtained from the register for personal advertising, marketing or commercial purposes or for the advertising, marketing or commercial purposes of their employer.

- (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 Annual subscription and branch fees

- (1) A member of the Society must pay to the Society an annual subscription as

determined by the Committee:

- (a) except as provided by paragraph (b), before the first day of the financial year of the Society in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the Society in any calendar year—on becoming a member and before the first day of the financial year of the Society in each succeeding calendar year.
- (2) The annual subscription determined by the Committee may include different subscription amounts for different classes of members (e.g., natural persons, corporate members, members of a Branch) or different time periods (e.g., members joining in the second half of the financial year).
 - (3) The Society will pay to each branch, including the Newcastle Branch, on a quarterly basis the annual subscription paid to the Society by any member who has elected to be a member of a branch.
 - (4) Each branch, including the Newcastle Branch, must, on or before 1 July each calendar year, pay the Society per capita subscriptions as the Committee determines from time to time as agreed with each branch. The per capita amount will be based on the highest number of members of the branch in the preceding 12-month period.
 - (5) The Society may deduct the agreed capitation subscription from annual subscriptions paid to a branch.

9 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 8.

10 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.

11 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 12.
- (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.

(7) Complaints about members of the Newcastle Branch must be made to the Newcastle Branch Committee. The Newcastle Branch Committee must follow the procedure above.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Society 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 Society to be held within 28 days after the date on which the secretary received the notice.
- (4) At a 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.
- (6) A member of the Newcastle Branch may appeal to the Newcastle Branch in general meeting against a resolution of the Newcastle Branch Committee. Any appeal must be dealt with in accordance with the procedure above.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in 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.

14 Composition and membership of committee

- (1) The committee of the Society consists of:
 - (a) the office-bearers of the Society, and
 - (b) at least 7 ordinary committee members,
each of whom is to be elected at the annual general meeting of the Society under clause 15,
 - (c) the immediate past president of the Society, and
 - (d) the President of the Newcastle Branch or another nominee of the Newcastle Branch.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members (including the office-bearers) is to be 29 comprising up to four members from each of the relevant groups (including any office bearer coming from within a relevant group).*
- 3) The office-bearers of the Society are as follows:
 - (a) the president,
 - (b) three vice-presidents,
 - (c) the treasurer,
 - (d) the secretary, and
 - (e) the assistant secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and a vice-president).
- (5) Other than in respect of the office of the President, there is no maximum number of consecutive terms for which a committee member may hold

* All groups are entitled to 4 ordinary members on the Committee. However, if, for example, one office-bearer is from the trade union group then the trade union group is then entitled to only 3 ordinary members of the Committee.

office. The maximum number of consecutive terms the President may serve (as President) is two (i.e., the President is ordinarily elected for a two-year term).

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

- (6) Other than in respect of the office of the President, each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election. The President is elected for a two-year period.
- (7) Any branch (including the Newcastle Branch) may elect its own committee. The composition of a branch committee will mirror that of the Society and will be decided exclusively by the branch.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must specify which relevant group (and only one) the candidate identifies with.
 - (c) must be delivered to the secretary of the Society at least 7 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) Prior to the Annual General Meeting the president must appoint a member

of the Society who is not a candidate for election to be the returning officer to conduct the election and may appoint scrutineers to assist the returning officer. The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.
- (8) The President of the Newcastle Branch or another nominee of the Newcastle Branch is to be decided exclusively by the Newcastle Branch.

16 Secretary

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the treasurer of the Society 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.

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

- (3) Only the Newcastle Branch can remove its President or other nominee of the Newcastle Branch.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the 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) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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 all of the 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.

21 Appointment of Society members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Society as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

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 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

25 Annual general meetings - holding of

- (1) 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.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Society is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (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,
 - (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.

27 Special general meetings - 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.

28 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 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 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.

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

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (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 (provided that at least 7 shall not be members of the Committee).

- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

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

31 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 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 or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a 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 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.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the 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 of the Society if the member is under 18 years of age.

35 Proxy votes not permitted

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

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

36 Postal or electronic ballots

- (1) The Society may hold a postal 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.

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 an 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 may effect and maintain insurance. Any insurance must cover the Newcastle Branch.

39 Funds - source

- (1) The funds of the Society are to be derived from annual subscriptions of members, donations 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) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) All donation and event income received by any branch (including the Newcastle Branch) may be withheld by the branch for its use so long as it applies its funds and assets solely in pursuance of the objects of the Society. At least quarterly each branch must provide the Treasurer of the

Society with:

- (a) details of its receipts in the previous quarter (including information about whether the receipts relate to donations or event income); and
- (b) details of its expenditure in the previous quarter (including copies of all invoices paid in the previous quarter).

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 electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by 2 authorised signatories. The Committee must determine who are the authorised officers.

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.

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

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 an 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Change of name, objects and constitution

An application for registration of a change in the 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.

44 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to 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.

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:
 - (a) records, 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 facsimile transmission or some other 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 facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 Financial year

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) 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.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.