

# RETINA AUSTRALIA (NSW) INC

## PROPOSED CONSTITUTION

Proposed for adoption at a special general meeting preceding the annual general meeting to be held on 10 November 2012

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## **1. NAME OF THE ASSOCIATION**

**The name of the Association is Retina Australia (NSW) Inc.**

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

**“Act”** In this Constitution unless the contrary intention appears, “Act” means the Associations Incorporation Act 2009 (NSW).

**“Association”** means Retina Australia (NSW) Inc.

**“Council”** means the body of management consisting of the members elected annually.

**“Constitution”** means this Constitution of the Association.

**“Councillor”** means a member of the Council and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

**“Director-General”** means the Director-General of the Department of Services, Technology and Administration.

**“Financial year”** means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

**“General Meeting”** means the annual or any special general meeting of the Association.

**“Member”** means a registered natural person or an organization that is otherwise recognised by the Association as a member under Clause 4.

**“Intellectual Property”** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

**“Objects”** means the objects of the Association in Clause 3.

**“Ordinary Council Member”** means a member of the Council who is not an office-bearer of the Association.

**“Public Officer”** means the person appointed to be the Public Officer of the Association in accordance with the Act.

**“Register”** means a register of members kept and maintained in accordance with Clause 5.

**“Seal”** means the common seal of the Association.

**“Secretary”** means the person holding office under this constitution as secretary of the Association, or if no such person holds that office – the public officer of the association.

**“Special General Meeting”** means a general meeting of the Association other than an annual general meeting.

**“Special Resolution”** means a special resolution defined in the Act.

**“The Act”** means the Associations Incorporation Act 2009.

**“The Regulation”** means the Associations Incorporation Regulation 2010.

## 2.2 Interpretation

In this Constitution:

(a) Reference to a function includes a reference to a power, authority and duty.

(b) Reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

(c) 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 under the Act.

## **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **2.4 The Act**

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

## **2.5 Director-General**

Director-General means the Director-General of the Department of Services, Technology and Administration.

# **3. OBJECTS OF THE ASSOCIATION**

The Objects of the Association are to:

- (a) ascertain the cause of inherited retinal degenerative disease and means to cure or arrest it;
- (b) seek by all practical means ways to assist those affected and their families;

- (c) give such assistance;
- (d) disseminate information as to its prevalence and how to assist those affected and their families; and
- (e) In respect of retinal degenerative conditions, to provide peer support for those affected.

## **4. MEMBERSHIP**

### **4.1 Requirements for membership**

Membership shall be open to all those persons who:

- (a) sympathise with the objects of the Association;
- (b) apply in writing duly signed by the applicant furnishing the information required by the council on the application form;
- (c) have paid an amount approved by the council as a joining fee (if any); and
- (d) are approved by the council.

The council shall consider each application but shall not be required to give reasons for refusal to approve.

### **4.2 Deemed membership**

All members which or who are, prior to the approval of this Constitution under the Act, members of the Association, shall be deemed members from the time of approval of this Constitution under the Act.

## **5. NOMINATION FOR MEMBERSHIP**

- (a) Nomination of a person for membership of the Association must:

- (i) be made in writing on an application form as approved by the council; and
- (ii) be lodged with the secretary for the Association.

(b) As soon as practicable after receiving a nomination for membership together with the sum payable under this Constitution as an entrance fee and annual subscription, the Secretary must refer the nomination to the council which is to determine whether to approve or to reject the nomination.

(c) As soon as practicable after the council makes that determination, the secretary must:

- (i) notify the nominee, in writing, that the council approved or rejected the nomination (whichever is applicable); and
- (ii) if the council did not approve the nomination, return the fee paid by the nominee within the period of 28 days of receiving the nomination.

(d) Upon approval by the council, The secretary must enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

## **6. REGISTER OF MEMBERS**

The Association shall keep a register specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member. The register of members must be kept in New South Wales:

- (a) at the main premises of the Association; or
- (b) if the Association has no premises, at the Association's official address.

### **6.1 Inspection of Register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any member shall be available for inspection (but not copying) by members, upon reasonable request.

## **6.2 Security of register**

(a) The register shall be kept secure and not shared with other parties

(b) 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.

(c) A member must not use information about a person obtained from the register to contact or send material to that person, other than for:

- (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the Association; or
- (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **7. DISCONTINUANCE OF MEMBERSHIP**

(a) Membership of the Association may be discontinued by the council upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with any regulations or any resolutions or determinations made or passed by the council or any duly authorised committee.

(b) Membership shall not be discontinued by the council under Clause 7(a) without the council first giving the accused member the opportunity to explain the breach and/or remedy the breach.

(c) Where a member fails, in the council's view to adequately explain the breach, that member's membership shall be discontinued under Clause 7(a)



by the Association giving written notice of the discontinuance to the member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

(d) A member whose membership has been discontinued under Clause 7 must seek renewal or re-apply for membership in accordance with this Constitution; and may be re-admitted at the discretion of the council.

(e) A member who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately.

## **8. MEMBERSHIP SUBSCRIPTIONS**

The Council shall determine the time and manner of payment of the membership subscription and any fees or other levies payable by members to the Association.

## **9. EXISTING COUNCILLORS**

(a) The members of the council of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this general meeting the positions of councillors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

(b) The person known and appointed to the position of President immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

## **10. THE COUNCIL**

### **10.1 Powers of the Council**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the council:

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

## **11. COMPOSITION OF THE COUNCIL**

The council shall consist of a president; up to two vice-presidents; an honorary secretary; an honorary treasurer and at least two (2), but no more than seven (7) other members. At least half the members of the council shall consist of persons who themselves have retinitis pigmentosa or other inherited retinal dystrophies.

## **12. ELECTION AND APPOINTMENT OF COUNCILLORS**

Elected councillors shall be elected under Clauses 12.1 and 12.2.

Appointed Councillors may be appointed under Clause 14.

### **12.1 Nominations for elected councillor positions**

- (a) Nominations for elected councillor positions shall be called for at least 21 days prior to the annual general meeting
- (b) Nominations ideally shall be in writing on the form provided, but may be made by email or in the case of disability, by telephone.
- (c) Nominations should be certified by the nominee who must be a member, expressing his or her willingness to accept the position to which he or she is nominated.
- (d) Nominations shall reach the Secretary of the Association not less than 14 days before the date fixed for the annual general meeting.

## **12.2 Elections**

- (a) If the number of nominations received for the council is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the council, then those nominated shall be declared elected only if approved by the majority of members present at the annual general meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the council, or if a person is not approved by the majority of members present at the annual general meeting, the positions will be deemed casual vacancies under Clause 13.1.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the council.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the council from time to time.

## **12.3 Term of Appointment for elected councillors**

The term of appointment for elected councillors shall be until the following annual general meeting.

## **12.4 Secretary**

- (a) As soon as practicable after being appointed, the secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or his or her address.
- (b) It is the duty of the secretary to keep minutes of:
  - (i) all appointments of office-bearers and members of the council;
  - (ii) the names of members of the council present at a council meeting or a general meeting; and
  - (iii) all proceedings at council meetings and general meetings
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **12.5 Treasurer**

It is the duty of the treasurer of the Association to ensure:

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

## **13. VACANCIES ON THE COUNCIL**

### **13.1 Casual vacancies**

Continuing members of the council shall have the power to fill casual vacancies in its own membership.

## **13.2 Grounds for termination of councillor**

In addition to the circumstances in which the office of a councillor becomes vacant by virtue of the Act, the office of a councillor becomes vacant if the councillor:

- (a) dies;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (c) resigns his or her office in writing to the Association;
- (d) is absent without the consent of the council from meetings of the council held during a period of six (6) months;
- (e) holds any office of employment with the Association;
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (g) in the opinion of the council (but subject always to this Constitution) has acted in a manner unbecoming or prejudicial to the objects and interests of the Association; or
- (h) has brought the Association into disrepute.

## **13.3 Removal of members of the council**

(a) The Association in general meeting may by resolution remove any member of the council 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.

(b) If a member of the council to whom a proposed resolution referred to in Subclause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **14. MEETINGS OF THE COUNCIL**

### **14.1 Council to meet**

The council shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. A councillor may at any time convene a meeting of the council within a reasonable time.

### **14.2 Committee meetings and quorum**

(a) The council must meet at least three times in each period of 12 months at such place and time as the council may determine.

(b) Additional meetings of the council may be convened by the president or by any member of the council

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

(d) Notice of a meeting given under Sub-clause 14.2(c) 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.

- (e) Any three members of the council constitute a quorum for the transaction of the business of a meeting of the council
- (f) No business is to be transacted by the council 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.
- (g) 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.
- (h) At a meeting of the council:
  - (i) the president or, in the president's absence, the vice-president is to preside; or
  - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the council as may be chosen by the members present at the meeting is to preside.

### **14.3 Decisions of council**

Subject to this Constitution, questions arising at any meeting of the council shall be decided by a majority of votes and a determination of a majority of councillors shall for all purposes be deemed a determination of the council. All councillors shall have one (1) vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

### **14.4 Resolutions not in meeting**

This clause provides for electronic meetings of the council.

Without limiting the power of the council to regulate its meetings as it thinks fit, a meeting of the council may be held where one (1) or more of the councillors is not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the councillors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the council or this Constitution and such notice specifies that councillors are not required to be present in person;
- (c) if a failure in communications prevents Clause 14.4(a) from being satisfied by that number of councillors which constitutes a quorum, and none of such councillors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until Clause 14.4(a) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
- (d) any meeting held where one (1) or more of the councillors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a councillor is there present and if no councillor is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### **14.5 Voting and decisions**

- (a) Questions arising at a meeting of the council or of any sub-council appointed by the council are to be determined by a majority of the votes of members of the council or sub-council present at the meeting.
- (b) Each member present at a meeting of the council or of any sub-council appointed by the council (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.



(c) Subject to Clause 20 the council may act despite any vacancy on the council.

(d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a committee appointed by the council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the council or committee.

#### **14.6 Notice of council meetings**

Unless all councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the council shall be given to each councillor. The agenda shall be forwarded to each councillor not less than four (4) days prior to such meeting.

#### **14.7 Chairperson**

The chairperson shall be the nominal head of the Association and will act as chair of any council meeting or general meeting at which he or she is present. If the chairperson is not present, or is unwilling or unable to preside at a council meeting the remaining councillors shall appoint another councillor to preside as chair for that meeting only.

### **15. COUNCILLOR'S INTERESTS AND CONFLICTS OF INTEREST**

A councillor is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the council. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any councillor is in any way interested will be void unless approved by the council.

Councillors shall declare their interest in any:

- (a) contractual matter;

- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the council absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.

If the councillor votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a councillor to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the council or if this is not possible, the matter shall be adjourned or deferred.

## **16. SEAL**

The Association may have a Seal upon which its corporate name shall appear in legible characters.

The Seal shall not be used without the express authorisation of the council, and every use of the Seal shall be recorded in the minute books of the Association.

## **17. ANNUAL GENERAL MEETING**

### **17.1 Annual general meetings – holding of**

The Association must hold its annual general meetings:

- (a) within 6 months after the close of the Association's financial year; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **17.2 Annual general meetings – calling of and business**

(a) The annual general meeting of the Association is, subject to the Act and to Clause 17, to be convened on such date and at such place and time as the council thinks fit.

(b) 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:

- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (ii) to receive from the council reports on the activities of the Association during the last preceding financial year;
- (iii) to elect office-bearers of the Association and ordinary council members; and
- (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.

(c) An annual general meeting must be specified as such in the notice convening it.

## **18. SPECIAL GENERAL MEETINGS**

The council may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause more than fifteen (15) months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

### **18.1 Requisition of special general meetings**

(a) The council shall on the requisition in writing of not less than ten percent (10%) of members convene a special general meeting.

(b) The requisition for a special general meeting shall state the object(s) of the meeting, shall be signed by the members making the requisition and be

sent to the Association and may consist of several documents in a like form, each signed by one or more of the members making the requisitions.

(c) If the council does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the Association, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.

(d) A special general meeting convened by members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the council.

## **19. NOTICE**

(a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(b) If the nature of the business proposed to be dealt with at a general annual meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Subclause (a), the intention to propose the resolution as a special resolution.

(c) 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 20(b).

(d) 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.

## **20. BUSINESS**

(a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the council and auditors, the election of councillors under this Constitution and the appointment of the auditors, if applicable.

(b) All business that is transacted at a general meeting and all business that is transacted at an annual general meeting, with the exception of those matters set down in Clause 20(a) shall be special business.

(c) No motions other than that stated on the notice for a general meeting shall be resolved at that meeting. Note that “other business” or “general business” should not be included in the agenda of the annual general meeting or a special general meeting.

## **21. NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Secretary not less than thirty-five (35) days (excluding receiving date and meeting date) prior to the general meeting.

## **22. PROCEEDINGS AT GENERAL MEETINGS**

### **22.1 Quorum**

No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings shall be 10.

## **22.2 Chairperson to preside**

The president of the Association shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or where a conflict of interest exists; or
- (b) if the chairperson is not present, or is unwilling or unable to preside the members present shall appoint another councillor to preside as chairperson for that meeting only.

## **22.3 Adjournment of meeting**

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 22.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **22.4 Voting procedure**

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of members.

## **22.5 Recording of determinations**

Unless a poll is demanded under Clause 22.4, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **22.6 Where a poll is demanded**

If a poll is duly demanded under Clause 22.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **22.7 Chairperson may exercise casting vote**

Where voting at general meetings is equal the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

## **22.8 Proxy votes at meetings**

A member may appoint a proxy to attend and act for the member at a general meeting. An appointment of a proxy must be made by written notice to the Secretary in a form that is signed or acknowledged by the member in a manner satisfactory to the council.

## **22.9 Postal ballots**

No resolutions will be conducted by postal ballot.

## **22.10 Special resolutions**

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

## **23. RECORDS AND ACCOUNTS**

### **23.1 Records**

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the council shall produce these as appropriate at each council or general meeting.

### **23.2 Records kept in accordance with the Act**

(a) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the treasurer.

(b) The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

### **23.3 Council to submit accounts**

(a) The council shall submit to the members at the annual general meeting the statements of account of the Association in accordance with this Constitution and the Act.

(b) The statements of account when approved or adopted by an annual general meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

### **23.4 Inspection of books and other documents**



(a) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- (i) records, books and other financial documents of the Association;
- (ii) this Constitution; and
- (iii) minutes of all council meetings and general meetings of the Association,

(b) A member of the Association may obtain a copy of any of the documents referred to in Subclause (a) on payment of a fee of not more than \$1 for each page copied.

### **23.5 Negotiable instrument**

All payments by the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised councillors or in such other manner as the council determines.

### **23.6 Financial year**

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June; and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending the following 20 June.

## **24. AUDITOR**

(a) A properly qualified auditor or auditors shall be appointed by the Association in general meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and generally accepted principles,

and/or any applicable code of conduct. The auditor may be removed by the Association in general meeting.

(b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

## **25. INCOME**

(a) Income and property of the Association shall be derived from such sources as the council determines from time to time. The Association shall have the power to receive and use for its objects all monies or other property real or personal which may come to it by bequest, gift, donation, interest on investments, sales of merchandise, fund-raising events, raffles, and social functions or from any other lawful source.

(b) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(c) Except as prescribed in this Constitution or the Act:

- (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member; and
- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.

## **26. REMUNERATION TO MEMBERS**

Nothing in Clause 25 shall prevent payment in good faith of or to any member for:

- (a) any services actually rendered to the Association whether as an employee, councillor or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any member;
- (d) rent for premises demised or let by any member to the Association;
- (e) any out-of-pocket expenses incurred by the member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **27. WINDING UP**

(a) Subject to this Constitution the Association may be wound up in accordance with the Act.

(b) The liability of the members of the Association is limited.

(c) Every member undertakes to contribute to the assets of the Association if it is wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

## **28. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members but shall be given or transferred to another organisation or organisations having objects similar to the Objects of the Association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by this Constitution. Such organisation(s) to be determined by the members in general meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

## **29. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by special resolution.

## **30. PATRONS**

The Association at its annual general meeting may appoint annually on the recommendation of the council such number of patrons as it considers necessary, subject to approval of that person or persons.

## **31. INDEMNITY**

Every councillor and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as councillor or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

The Association shall indemnify its councillors and employees against all damages and losses (including legal costs) for which any such councillor or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a councillor, performed or made whilst acting on behalf of and with the authority, expressed or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

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