



Constitution of the Retirement Villages Residents Association (Inc.)

Adopted by Special Resolution on 26 September 2019

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Part 1 Preliminary

- 1.(1) The name of the association is Retirement Village Residents Association (Inc.) (hereafter “the Association”)
- 1.(2) The Association is an association incorporated under the Associations Incorporation Act 2009 Number 7, Registered with the Office of Fair Trading as number Y0948501 and registered with the Australian Charities and Non-Profit Commission as ABN 16 674 035 894.
- 1.(3) The principal purpose of the Association is supporting, informing and advocating for retirement village residents in New South Wales (see Part 2 – Objects)

Definitions

1.(4) In this constitution:

Association means Retirement Village Residents Association (Inc.) (ABN 16 674 035 894).

Authorised Officer means any of the Chairman, the Secretary and the Public Officer of the Association.

Authorised Signatory has the meaning set forth in Section 36 of the Act.

Beneficiaries means residents of retirement villages, who are unable to protect and enforce their basic legal rights as pertain to their accommodation and daily living, due to power imbalances arising from their age, their computer illiteracy, their poor financial circumstances, their abandonment, their lack of adequate education or their vulnerability.

Board means the governing body (being for all intents and purposes the “committee” as defined in the Act) of the Association constituted pursuant to Part 4 hereof.

DGR means deductible gift recipient as defined by legislation.

Member means, unless the context otherwise requires, a person who has been granted membership of the Association pursuant to Part 3 hereof.

Objects of the Association means the objects set out in clauses 2(1) and 2(2) hereof.

Office-bearer of the Association means each and any of the President, Vice-President, Secretary or Treasurer of the Association – each as elected in General Meeting by the members of the Association pursuant to Clause 4. (3) hereof.

Public Officer means the person who is appointed as the Association’s Public Officer pursuant to the Act.

Retirement Village means a village operated under the provisions of the Retirement Villages Legislation.

Retirement Villages legislation means the Retirement Villages Act 1999

and the Retirement Villages Regulation 2017 and any subsequent legislation.

Secretary means:

- a. the person holding office under this constitution as secretary of the Association, or
- b. if no person holds that office - the Public Officer of the Association.

Special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

1.(5) In this constitution:

- a. reference to a clause or Part is a reference to a clause or Part of this constitution,
- b. a reference to a function includes a reference to a power, authority and duty, and
- c. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- d. 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 Objects

2.(1) The Association is a charitable institution established to assist Beneficiaries. The association will achieve this by:

- a. advising Beneficiaries regarding how to ensure that they are not left legally exposed, their legal rights are not violated, and that their vulnerable position is not abused;
- b. negotiating on behalf of Beneficiaries with retirement village operators regarding those Beneficiaries' basic legal rights, when those Beneficiaries would not otherwise be able to do so;
- c. providing representation for Beneficiaries to government authorities and tribunals regarding those Beneficiaries' basic legal rights, when those Beneficiaries would not otherwise be able to do so; and
- d. anything ancillary to the objects in clauses 2. (1) a. to 2. (1) c.

2.(2) The Association may only exercise the powers in section 19 of the Act to:

- a. carry out the objects of the Association; and
- b. do all things incidental or convenient in relation to the exercise of power under clause 2. (2) a

Part 3 Membership

3.(1) Membership generally

- a. A person is eligible to be a member of the Association if:
 - i. the person is a natural person, and the person has been awarded (in the case of Honorary Life Membership) or has applied and been approved for membership of the Association in accordance with clause 3. (2) and/or
 - ii. the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made and/or
 - iii. the person was, immediately before the commencement of this constitution, a member of the Association.
- b. A person may by application or by award be a member of the Association in one of the following categories:
 - i. **Honorary life membership** - awarded to a person who has been nominated by a Member and having been approved by at least two thirds of members of the Board at a meeting of the Board is considered to have contributed significantly to the advancement of the Association
 - ii. **Membership-joint** – awarded jointly to two (2) residents residing in the same unit in a property operated under the Retirement Villages Act
 - iii. **Membership-single** awarded to a single person residing in a unit of a property operated under the Retirement Villages Act
 - iv. **Membership-associate** awarded to a person over 18 years of age who, not being eligible for any other category of membership, is, in the judgement of the Board, is a person suitable for membership
 - v. **Membership perpetual-joint** awarded to two (2) joint members who, having applied for joint perpetual membership prior to the commencement of this Constitution, and having been approved by the Board, have made a predetermined lump sum payment for ongoing perpetual membership until such time as they both cease to be a resident
 - vi. **Membership perpetual-single** awarded to a single member who, having applied for perpetual membership prior to the commencement of this Constitution, and having been approved by the Board, has made a predetermined lump sum payment for ongoing perpetual membership until such time as that person ceases to be a resident.
- c. At the commencement of this constitution, the persons who, immediately before the commencement, were members of the Association shall be taken to hold membership under this constitution.

3.(2) Application for membership

- a. An application by a person for membership of the Association:
 - i. must be made in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
 - ii. must be lodged (including by electronic means, if the Board so determines) with the Secretary.
- b. As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine whether to approve or to reject the application
- c. As soon as practicable after the Board makes that determination, the Secretary must:
 - i. notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
 - ii. if the Board approved the application, request the applicant to pay (within the period of twenty-eight (28) days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- d. The Secretary must, on payment by the applicant of the amounts referred to in subclause 3. (7) a. 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 Association.

3.(3) Cessation of membership

A person ceases to be a Member if the person:

- a. dies, or
- b. resigns membership, or
- c. is expelled from the Association, or
- d. fails to pay the annual membership fee under clause 3. (7)b., within three (3) months after the fee is due, or
- e. ceases to be a resident of a retirement village, or
- f. being an Honorary Life Member, the Board deems their membership should cease. In such circumstances, the Board acts entirely at its own discretion and shall not be obliged to offer any explanation.

3.(4) Membership entitlements not transferrable

- a. A right, privilege or obligation which a person has by reason of being a Member
 - i. is not capable of being transferred or transmitted to another person, and
 - ii. terminates on cessation of the person's membership.
- b. Associate Members and Honorary Members shall not be entitled to hold

a position on the Board nor any entitlement to discounts or similar privileges that other Members may have as an entitlement under their membership of the Association.

3.(5) Resignation of membership

- a. A Member may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month (or any other period that the Board 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
- b. If 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.

3.(6) Register of Members

- a. The Secretary must establish and maintain a register of Members (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member together with the date on which the person became a Member
- b. The register of Members must be kept in New South Wales:
 - i. at the main premises of the Association, or
 - ii. if the association has no premises, either
 - at the Association's official address or
 - at the address of the Public Officer or Secretary
- c. Subject to subclause 3. (6) d., the Association shall keep the register private and confidential, and shall not permit any person to obtain any information from the register
- d. The Association shall use the information about a person from the register for Association purposes only, including, but not limited to:
 - 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. the purpose of compiling statistical data to assist in the outreach and functioning of the Association or furthering the objectives of the Association
 - iii. any other purpose necessary to comply with a requirement of the Act or the Regulation, or the requirement of any other legislation.

3.(7) Fees and subscriptions

- a. A Member must, on admission to membership, pay to the Association an entrance fee of an amount as may, from time to time, be determined by the Board
- b. In addition to any amount payable by the Member under subclause 3. (7) a., the Member must pay to the Association an annual subscription

fee, of an amount as determined by the Board

3.(8) Members' liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 3. (7).

3.(9) Resolution of disputes

- a. A dispute between a Member and another Member (in their capacity as members of the Association), or a dispute between a Member or Members and the Association, or a dispute between members of the Board is:
 - i. Initially to be subject to mediation within the Association under a Board member appointed by the President - or if the President is conflicted, by the Vice-President, and
 - ii. In the event that the internal mediation is not successful, it is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*, and then
- b. If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- c. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

3.(10) Disciplining of members

- a. A complaint may be made to the Board by any person that a Member:
 - i. has refused or neglected to comply with a provision or provisions of this constitution, or
 - ii. has wilfully acted in a manner prejudicial to the interests of the Association.
- b. The Board shall acknowledge and deal with all complaints except if it considers a complaint to be trivial or vexatious in nature. In dealing with a complaint, the Board:
 - i. must cause notice, signed by an Authorised Signatory, of the complaint to be served on the Member concerned, and
 - ii. must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - iii. must take into consideration any submissions made by the Member in connection with the complaint.
- c. The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association 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.

- d. If the Board expels or suspends a Member, the Secretary must, within seven (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 Board for having taken that action and of the Member's right of appeal under clause 3. (11)
- e. The expulsion or suspension does not take effect:
 - i. until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - ii. if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 3. (11) whichever is the later.

3.(11) Right of appeal of disciplined Member

- a. A Member may appeal to the Association in general meeting against a resolution of the Board under clause 3 (10), within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect
- b. 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
- c. On receipt of a notice from a Member under subclause 3. (11) a., the Secretary must notify the Board, which is to convene a general meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice
- d. At a general meeting of the Association convened under subclause 3. (11) c.:
 - i. no business other than the question of the appeal is to be transacted, and
 - ii. the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - iii. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. The appeal is to be determined by a simple majority of votes cast by Members.

Part 4 The Board

4.(1) Powers of the Board

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

- a. is to control and manage the affairs of the Association, and
- b. may exercise all the functions that 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, and
- c. has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, and
- d. may undertake the day to day operations of the Board as are stated in the By-Laws of the Association as amended from time to time by the Board.

4.(2) Composition and membership of the Board

- a. The Board is to be composed of the following members:
 - i. the Chair who is to be the President of the Association
 - ii. the Deputy Chair who is to be the Vice-President of the Association
 - iii. the Treasurer of the Association
 - iv. the Secretary of the Association and/or
 - v. at least four (4) ordinary Board members,each of whom is to comply with any legislative requirements and is to be elected at the annual general meeting of the Association under Part 5 hereof.
- b. A Board member may hold up to two (2) offices (other than both the offices of Chair and Deputy Chair)
- c. The total number of Board members is to be a maximum of eight (8), but the Board may appoint up to four (4) additional ex-officio members to assist with the work of the Board
- d. There is no maximum number of consecutive terms for which a Board member may hold office
- e. Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election or appointment and is eligible for re-election
- f. At the commencement of this constitution, the persons who, immediately before the commencement, held an equivalent office of the Association shall be taken to hold office under this constitution from its commencement until immediately before the election of Board members at the annual general meeting next following.

4.(3) Election of Board members

- a. Nominations of candidates for election as Office-bearers of the Association or ordinary Board members:
 - i. must be made in writing, signed by two (2) Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - ii. must be delivered to the Secretary at least twenty-one (21) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting
- c. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies
- d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected
- e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held
- f. The ballot for the election of Office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Chair directs
- g. A person nominated as a candidate for election as a Board member of the Association must be a Member of the Association.

4.(4) Secretary

- a. The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address
- b. It is the duty of the Secretary to cause minutes to be kept (whether in written or electronic form) of:
 - i. all appointments of Office-bearers and members of the Board, and
 - ii. the names of members of the Board present at a Board meeting or a general meeting, and
 - iii. all proceedings at Board 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
- d. The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 4. (4) c.

4.(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.

4.(6) Casual vacancies

- a. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy and the Member so appointed is to hold office as a member of the Board, subject to this constitution, until the annual general meeting next following the date of the appointment.
- b. A casual vacancy in the office of a member of the Board occurs if the member:
 - i. dies, or
 - ii. ceases to be a Member of the Association, or
 - iii. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - iv. resigns office by notice in writing given to the Secretary, or
 - v. is removed from office under clause 4 (7), or
 - vi. becomes a mentally incapacitated person, or
 - vii. is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - viii. 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
 - ix. has breached the code of ethics and/or any confidentiality agreement of the Association or its matters, or
 - x. 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.

4.(7) Removal of Board members

- a. The Association in general meeting may by ordinary resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by ordinary 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 Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the

representations be notified to the Members of the Association, the Secretary or the president may send a copy of the representations to each Member 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.

4.(8) Board meetings and quorum

- a. The Board must meet at least 3 times in each period of twelve (12) months at the place and time that the Board may determine
- b. Additional meetings of the Board may be convened by any member of the Board
- c. Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting
- d. Notice of a meeting given under subclause 4. (8) 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 Board members present at the meeting unanimously agree to treat as urgent business
- e. Four (4) elected members of the Board constitute a quorum for the transaction of the business of a meeting of the Board
- f. No business is to be transacted by the Board 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 Board:
 - i. the Chair or, in the Chair's absence, the Deputy Chair is to preside, or
 - ii. if the Chair and the Deputy Chair are absent or unwilling to act, one of the remaining elected members of the Board chosen by the members present at the meeting is to preside.
 - iii. In the event of a tied vote of the Board, the presiding elected member shall have a casting vote.

4.(9) Appointment of Association Members as Board members to constitute quorum

- a. If at any time the number of Board members is less than the number required to constitute a quorum for a Board meeting, the existing Board members may appoint a sufficient number of Members of the Association as Board members to enable the quorum to be constituted
- b. A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment
- c. This clause does not apply to the filling of a casual vacancy to which clause 4. (6) applies.

4.(10) Use of technology at Board meetings

- a. A Board meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate
- b. A Board member who participates in a Board 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

4.(11) Delegation by the Board to a committee

- a. The Board may, by instrument in writing, delegate to one or more committees (consisting of the member or members of the Association that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
 - i. this power of delegation, and
 - ii. a function which is a duty imposed on the Board by the Act or by any other law.
- b. A function the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation
- c. 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
- d. Despite any delegation under this clause, the Board may continue to exercise any function delegated
- e. Any act or thing done or suffered by a 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 Board

- f. The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause
- g. A committee may meet and adjourn as it thinks proper.

4.(12) Honorarium

- a. Members of the Board or a committee established pursuant to a decision of the Board, shall be entitled to receive an honorarium in order to recompense them for the direct expenses incurred as a result of their membership of the Board or committee. This honorarium will be:
 - i. of an amount approved by the Members in the annual general meeting,
 - ii. paid to a member of the Board or committee in respect of actual attendance at a meeting of the Board or committee
 - iii. paid within fourteen (14) days of after the attendance at the relevant Board or committee meeting.

4.(13) Voting and decisions

- a. Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined by a majority of the votes of members of the Board or committee present at the meeting
- b. Each member present at a meeting of the Board or of any committee appointed by the Board (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 4. (8) e., the Board may act despite any vacancy on the Board
- d. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee
- e. Ex-officio members of the Board are entitled to vote on all matters before the Board except for the appointment of further ex-officio members of the Board or for the filling of a casual vacancy.

Part 5 General meetings

5.(1) Annual general meetings - holding of

- a. The Association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.
- b. The Association must hold its subsequent annual general meetings:
 - i. within six (6) months after the close of the Association's financial year, or

- ii. within any later time that may be allowed or prescribed under section 37 (2)(b) of the Act.

5.(2) Annual general meetings - calling of and business at

- a. The annual general meeting of the Association is, subject to the Act and to clause 5.(1), to be convened on the date and at the place and time that the Board 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 Board reports on the activities of the Association during the last preceding financial year,
 - iii. to elect Office-bearers of the Association and ordinary members of the Board,
 - iv. to receive and consider any financial statement or report required to be submitted to Members under the Act.
 - v. To appoint the auditor for the Association if an existing auditor retires or is not re-appointed
- c. An annual general meeting must be specified as that type of meeting in the notice convening it.

5.(3) Special general meetings - calling of and business at

- a. The Board may convene a special general meeting of the Association to be held at the time and place and in the manner determined by the Board. By resolution of the Board any such special general meeting may be cancelled or postponed prior to the date on which it is to be held, except where the cancellation or postponement would be contrary to the Act. The Board shall give notice of cancellation or postponement to Members
- b. The Board must, on the requisition of at least 5% of the total number of Members, convene a special general meeting of the Association
- c. A requisition of Members for a special general meeting:
 - i. must be in writing, and
 - ii. must state the purpose or purposes of the meeting, and
 - iii. must be signed by the members making the requisition, and
 - iv. must be lodged with the Secretary, and
 - v. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- d. If the Board fails to convene a special general meeting to be held within one (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 three (3) months after that date

- e. A special general meeting convened by a Member or Members as referred to in subclause 5. (3) d., must be convened as nearly as practicable in the same manner as general meetings are convened by the Board and any Member who consequently incurs direct expenses is entitled to be reimbursed
- f. For the purposes of subclause 5. (3) c.:
 - i. a requisition may be in electronic form, and
 - ii. a signature may be transmitted, and a requisition may be lodged, by electronic means.

5.(4) 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 fourteen (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 meeting requires a special resolution of the Association, the Secretary must, at least twenty-one (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 5. (4) 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 5. (2) 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.

5.(5) Quorum for general meetings

- a. 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
- b. Twenty (20) 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
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - i. if convened on the requisition of Members - is to be dissolved, and
 - ii. 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.(6) Presiding Member

- a. The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association
- b. If the both the President and Vice-President are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

5.(7) Adjournment

- a. 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
- b. If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- c. Except as provided in subclauses 5. (7) a. and 5. (7) b., 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.

5.(8) Making of decisions

- a. A question arising at a general meeting of the Association is to be determined on a simple majority basis (except if a Special Resolution is required) by:
 - i. a show of hands or, if the meeting is one to which clause 5. (13) applies, any appropriate corresponding method that the Board may determine, or
 - ii. if on the motion of the chairperson or if five (5) or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- b. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
- c. Subclause 5. (8) b. applies to a method determined by the Board under

subclause 5. (8) a. i. in the same way as it applies to a show of hands

- d. 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.

5.(9) Special resolutions

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

5.(10) Voting

- a. On any question arising at a general meeting of the Association a Member who is entitled to vote in the meeting has one vote only
- b. 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
- c. A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid
- d. A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age
- e. Associate Members are not entitled to vote at any meeting of the Association.

5.(11) Proxy votes permitted

Each Member entitled to vote at any meeting of the Association may appoint a proxy to attend to cast a vote on their behalf at the meeting, but no proxy holder can hold more than two (2) proxies. The form of proxy shall be that prescribed by the Board for the meeting

5.(12) Postal or electronic ballots

The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 3.(11) hereof). A postal ballot is only to be forwarded to those members who request a ballot paper.

5.(13) Use of technology at general meetings

- a. A general meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Association's Members a reasonable opportunity to participate
- b. A Member 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 6 Miscellaneous

6.(1) Insurance

The Association may effect and maintain insurance for any and all types of cover and in amounts that the Board determines are required for the protection of assets or Members of the Association.

6.(2) Funds - source

- a. The funds of the Association are to be derived from entrance fees, membership subscriptions, sponsorship, bank interest, donations, government or any other subsidies and/or grants and, subject to any resolution passed by the Association in general meeting, any other sources that the Board determines
- b. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution (covered by a Reserve Bank of Australia Guarantee for deposits) account
- c. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.(3) Funds - management

- a. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Board determines
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by the Board.

6.(4) Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the Objects of the Association and must not conduct its affairs so as to provide a pecuniary gain (as defined in the Act) for any of its Members.

6.(5) Distribution of property on winding up of Association

- a. Subject to the Act and the Regulations, and subject to clause 6. (5) c. if the Association is endorsed as a deductible gift recipient, in a winding up of the Association, any surplus property of the Association 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
- b. In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association
- c. If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects,

which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the Association
- contributions made in relation to an eligible fundraising event held for the principal purpose of the Association
- money received by the Association because of such gifts or contributions

6.(6) Change of name, objects and constitution

An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or an Authorised Officer.

6.(7) Custody of books etc.

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

- a. at the main premises of the Association, in the custody of the Public Officer or Secretary or a member of the Association (as the Board determines), or
- b. if the Association has no premises, in the custody of the Public Officer or Secretary at either
 - i. the Association's official address, or
 - ii. the address of the Public Officer or Secretary.

6.(8) Inspection of books etc.

- a. The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
 - i. records, books and other financial documents of the Association, this constitution,
 - ii. minutes of all Board meetings and general meetings of the Association.
- b. A Member may obtain a copy of any of the documents referred to in subclause 6. (8) a. on payment of a fee of not less than \$1 for each page copied
- c. Despite subclauses 6. (8) a. and 6. (8) b., the Board may refuse to permit a Member to inspect or obtain a copy of records, books, other financial documents and/or minutes of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or a Member.

6.(9) Service of notices

- a. For the purpose of this constitution, a notice may be served on or given to a person:
 - i. by delivering it to the person personally, or
 - ii. by sending it by pre-paid post to the address of the person, or
 - iii. 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.
- b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - i. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - ii. 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
 - iii. 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.

6.(10) 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 twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.