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HISTORICAL AIRCRAFT RESTORATION SOCIETY INC.
ABN 13 294 026 244
(HARS)

CONSTITUTION

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1.0 Definitions

1.1 In this Constitution:

Act means the Associations Incorporation Act (NSW) 2009;

Association means Historical Aircraft Restoration Society Inc. (ABN 13 294 026 244);

Code of Conduct means the written policy issued by the Committee and amended from time to time governing the manner in which Members are required to conduct themselves;

Constitution means the Constitution of the Association contained herein;

Financial Year means the twelve month period ending on 30 June each year;

Junior Member of the Association is defined in subclause 3.8;

Life Member of the Association is defined in subclause 3.7;

Member(s) means any member of the Association who is either a Junior Member, Life Member, Ordinary Member or a Member pursuant to subclause 3.10;

Ordinary Member of the Association is a person over the age of 18 or a body corporate and whose name has been entered in the Register of Members. An ordinary Member is entitled to one vote at the general meeting;

Ordinary Committee Member means a Member of the Committee who is not an office-bearer of the Association;

Public Officer means the Secretary or person who is appointed by the Committee as the Association's Public Officer until he or she is replaced by a resolution of the Committee;

Registered Office means the registered office of the Association;

Regulation means the Associations Incorporation Regulation (NSW) 2010;

Secretary means the person holding office under this Constitution as Secretary of the Association;

Special General Meeting means a general meeting of the Association other than an annual general meeting;

2.0 General

2.1 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.

2.2 Except where the contrary intention appears, in this Constitution, an expression that deals with the matter under the Act has the same meaning as the provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

2.3 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 provisions of the *Interpretation Act (NSW) 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.

2.5 **Name of Association**

The name of the Association is: Historical Aircraft Restoration Society Inc. (HARS).

2.6 **Constitution**

This Constitution contains the rules setting out the manner in which the Members of the Association have agreed to conduct the administration of the Association and serves as a contract between the Members and the Association.

2.7 **Non-profit**

- (a) The income, property, profits and financial surplus of the Association, whenever derived, must be applied solely towards the promotion of the objects of the Association as set out in the Constitution.
- (b) The Association is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members.
- (c) No portion of the Association's income property, profits, and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Committee, or their relatives, except as provided in the Constitution.
- (d) Nothing in this Constitution prevents:
 - (i) the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Association, or to any Member or the Committee of the Association, in return for any service rendered to the Association or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding interest at the relevant rate for the time being charged by the Association's bankers for overdrawn accounts on money borrowed from a Member; or
 - (iii) payment of reasonable and property rent for premises demised or let by any Member of the Association.

2.8 **No distribution of profits to Members on winding up**

- (a) If the Association is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities are to be donated, given or transferred to some other institution or institutions:
 - (i) having objects similar to the objects of the Association; and
 - (ii) whose Constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this Constitution.
- (b) The Committee may determine the identity of the institution or institutions for the purpose of subclause 2.8(a) at the time of dissolution. If the Committee fails to determine the identity of the institution or institutions under subclause 2.8(a), the Supreme Court of New South Wales may make that determination.

2.9 **Objects of the Association**

- (a) To encourage, facilitate and undertake the restoration and preservation of historical aircraft that are of significance to Australian aviation or of other historical merit and to display by flight, fixed display or otherwise aircraft that have been restored to airworthy condition and or under restoration.
- (b) To promote the compilation of authentic records relating to historic aircraft located, preserved and restored by the Association. To acquire either by purchase, donation or otherwise and to preserve for the use by the Association, aircraft or parts thereof, books, manuscripts, prints, photographs, lantern slides, or relics and all such objects and materials as may be considered by the Committee to have a bearing on aviation.

- (c) To promote interchange of information among Members of the Association by lectures, discussions and exhibitions of historical items.
- (d) To establish a museum to attract public interest and to be open to the public on a regular basis. The museum shall consist of both flying displays to be shown on suitable occasions and static displays.
- (e) To print and circulate any such journal or periodicals or other literary publications and undertakings as may seem conducive to any objects of the Association.
- (f) To cooperate with similar societies throughout Australia and in other countries.
- (g) To do all such other things as are conducive or incidental to the attainment of the above objects.

2.10 **Alteration of Constitution**

This Constitution shall not be altered except by a special resolution of the members.

3.0 **Membership**

3.1 **Application for Membership**

A person who wishes to become a Member must be nominated and seconded by two (2) Ordinary Members and lodge with the Association at the Registered Office a duly signed Membership Application form, as amended from time to time by the Committee, which must include the applicable Membership Fee.

3.2 As soon as practicable after receiving a nomination for Membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or reject the nomination.

3.3 As soon as practicable after the Committee makes the determination, the Secretary must notify the applicant in writing that the Committee approved or rejected the application, as the case may be.

3.4 **Admission to Membership**

The Committee may in accordance with the Constitution from time to time in its absolute discretion admit to membership of the Association any person or corporation who shall become a Member of the Association when their name is entered in the register of Members.

3.5 The Committee may refuse any Membership application and need not give a reason for refusal. If an application for Membership is refused, and membership fees lodged will be returned to the applicant in full.

3.6 An Ordinary Member of the Association is a person over the age of 18 or a body corporate and whose name has been entered in the register of Members. An Ordinary Member is entitled to one vote at a general meeting of the Association.

3.7 Unless an existing Life Member at the date of this Constitution is promulgated subject to subclause 3.12(b), a Life Member is an Ordinary Member:

- (a) who has been an Ordinary Member for at least 10 years, and
- (b) who has made an outstanding contribution to the Association, and
- (c) who has been nominated to become a Life Member by 3 Ordinary Members of the Association, and
- (d) Whose nomination to become a Life Member has been approved at the following Annual General Meeting.

3.8 The Association may admit Junior Members. A Junior Member is a person aged between 15 and 18 years of age and may NOT vote at a general meeting of the Association or be appointed to the Committee. On reaching 18 years of age a Junior Member becomes an Ordinary Member. A Junior Member must be user the guidance of an Ordinary Member at all times while on Association property.

3.9 A body corporate may be admitted as an Ordinary Member of the Association and may by notice to the Association, appoint a representative to represent it at a general meeting of Members, at which the representative is entitled to attend and vote, provided that:

- (a) the appointment of the representative must be in writing under the common seal of the body corporate, or as otherwise permitted by the body corporate's constitution, or under the hand of a duly authorised attorney. An appointment may be a standing one.
- (b) the original, or a copy certified as a true copy y an officer of the body corporate of the notice of appointment or the power of attorney must be lodged with the Secretary of the Association at least 48 hours before any general meeting at which the representative is to represent the body corporate.
- (c) a representative appointed under this subclause 3.9 shall have the same rights and obligations as an Ordinary Member but is not entitled to be appointed on the Committee.
- (d) the Committee at its absolute discretion has approved the appointment of the representative.

3.10 **Further Classes of Membership**

The Committee may at any time:

- (i) establish a new category or class of Ordinary Membership that does not confer voting rights;
- (ii) determine or change the existing classes of Membership excluding changes to voting rights; or
- (iii) set and amend the Membership Fees and Subscriptions for each class of Membership (or any category of Ordinary Membership).

3.11 **Address of Member**

- (a) Each Member is required to provide to the Secretary details of an address in Australia where the Association can send notices.
- (b) If a Member fails to provide an address, the address of the Member is deemed to be the Registered Office of the Association.

3.12 **Transition of Membership**

- (a) A person is taken to be an Ordinary Member of the Association if the person was a Member of the Association on the date of promulgation of this Constitution. If the person was under the age of 18 years on the date of promulgation then the Member is taken to be a Junior Member.
- (b) A person is taken to be a Life Member of the Association if the person is a current member who has already been recognised as a Life Member of the Association on the date of the promulgation of this Constitution.

3.13 **Members' Liabilities**

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, of the unpaid Fees and Subscriptions payable as required by clause 8.

4.0 Cessation of Membership

4.1 A Member ceases to be a Member if the person:

- (a) dies;
- (b) resigns in writing;
- (c) becomes of unsound mind or becomes liable to be dealt with in any way under the law relating to mental health;
- (d) fails to renew their Membership in accordance with the procedures and form approved by the Committee;
- (e) fails to pay the Membership Fee upon approval of their Membership;
- (f) fails to pay the annual Membership Fee or Subscription on or before the 30th day of August each year;
- (g) refuse to be bound by the Code of Conduct of the Association;
- (h) is found to be in breach of the Constitution and/or Code of Conduct and expelled under subclause 11.4;
- (i) is expelled from the Association;
- (j) is convicted of any indictable offence;
- (k) is a body corporate which has a receiver and manager appointed to manage all or portion of its assets or passes a resolution which has the effect of its winding up; and
- (l) is a body corporate and fails to appoint a representative acceptable to the Committee.

4.2 The Committee at its discretion, may allow a further period of time in the case of subclause 4.1(d), 4.1(e) or subclause 4.1(f) where an unintentional clerical error or procedural delay has occurred.

5.0 Membership Entitlements Not Transferable

5.1 A right, privilege or obligation which a person has by reason of being a Member of the Association:

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

6.0 Resignation of Membership

6.1 A Member of the Association may resign from Membership of the Association by first giving to the Secretary written notice of at least 14 days (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

6.2 If a Member of the Association ceases to be a Member under subclause 6.1, and in every 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.

6.3 Information that has been gained by a former Member in their dealings with the Association and/or by virtue of their Membership must not be divulged to any person without first seeking the approval of the Committee or at the former Member's expense the majority approval of Members in a general meeting.

6.4 Upon cessation or resignation of Membership a person must return within 14 days all assets belonging to the Association including Membership card, keys security pass, equipment and property.

7.0 Register of Members

- 7.1 The Secretary of the Association must establish and maintain a register of Membership of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member, the classification of Membership and the Membership number.
- 7.2 The register of Members must be kept in New South Wales:
- (a) at the main premises of the Association, or if the Association has no premises;
 - (b) at the Association's official address.
- 7.3 The register of Members must be open for inspection, free of charge, by any Member of the Association a any reasonable hour.
- 7.4 A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 7.5 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.
- 7.6 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 an Association newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7 The Secretary of the Association must record against the name of the Member the period of suspension pursuant to subclause 11.4.

8.0 Fees and Subscriptions

- 8.1 A Member of the Association must, on admission to membership pay to the Association a Fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- 8.2 In addition to any amount payable by the Member under subclause 8.1, a Member must pay to the Association an annual Membership fee or Subscription of \$2 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by paragraph (b), on or before 30 June in each calendar year; or
 - (b) if the Member becomes a Member on or after 1 July in any calendar year, on becoming a Member.
- 8.3 Fees and Subscriptions are not refundable upon the cessation or resignation of Membership however caused.

9.0 Effect of Membership

- 9.1 Members acknowledge and agree that:
- (a) this Constitution is a contract between each of them and the Association and that they are bound by this Constitution and the Code of Conduct.
 - (b) members shall comply with and observe the Constitution and the Code of Conduct and any determination, resolution or policy which may be made or passed by the Committee;
 - (c) by submitting to this Constitution and Code of Conduct members become subject to the jurisdiction of the Association;

- (d) the Constitution promotes a common purpose and objects, being the mutual and collective benefit of the Association and all Members;
- (e) the Constitution and the Code of Conduct are necessary and reasonable to further the Association purpose and objects including the advancement and protection for the Association and its Members;
- (f) members are entitled to all benefits, advantages, privileges and entitlements attaching to being a Member of the Association.

10.0 Resolution of disputes

- 10.1 A dispute between a Member and another Member (in their capacity as Members) of the Association or a dispute between a Member or Members of the Association, must in the first instance meet with each other in good faith to resolve the dispute.
- 10.2 In the event a dispute remains unresolved then a mutually agreed third party may be appointed as a mediator to negotiate a resolution satisfactory to both parties.
- 10.3 In the event a dispute remains unresolved it shall be referred to a Community Justice Centre for mediation under *Community Justice Centres Act (NSW) 1983*.
- 10.4 At least seven (7) days before a mediation convened under subclause 10.2 or 10.3 is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies of these statements to the mediator.
- 10.5 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute will be settled by arbitration in accordance with the *Commercial Arbitration Act (NSW) 1984*.

11.0 Disciplining of Members

- 11.1 A written complaint may be made to the Committee by any Member about a Member who:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has failed to comply with and/or breached the Code of Conduct; or
 - (c) has persistently wilfully acted in a manner prejudicial to the interests of the Association; or
 - (d) has conducted himself or herself in a manner, which in the opinion of the complainant Member is unbecoming of a Member; or
 - (e) has failed to obey laws and regulations pertaining to the Association.
- 11.2 The Committee may refuse to deal with the complaint if it considers the complaint trivial or vexatious in nature.
- 11.3 If the Committee determines 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 to make written submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any written submissions made by the Member in connection with the complaint.
- 11.4 The Committee may, by resolution within 60 days of the notice, expel the Member from the Association or suspend the Member from Membership of the Association for a maximum period not exceeding 6 months 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.

- 11.5 If the Committee resolves to expel or suspend a Member, the Secretary must, within 7 days after the resolution, cause written notice to be given to the Member of the resolution, of the reasons given by the Committee for having taken the resolution and of the Member's rights under clause 12.
- 11.6 The expulsion or suspension of a Member takes effect from the date of the resolution under 11.4 above.
- 11.7 Costs incurred by a Member in regard to this clause and clause 12 shall be the sole responsibility of the Member and the Association shall not be liable in any way for costs regardless of the outcome of any appeal.
- 11.8 A Member who is suspended is not entitled to vote at a general meeting whilst his or her suspension is in force.
- 11.9 A Member who is suspended is entitled to receive the Association newsletter, notices and other communications.
- 11.10 A Member who is suspended must pay the Membership Fees in accordance with clause 8.

12.0 Right of Appeal of a Disciplined Member

- 12.1 A person dealt with under 11.4 has the right to request the Committee to reconsider the decision where fresh evidence not considered by the Committee at the time of the resolution can be produced. Within 30 days of receiving the fresh evidence the Committee must make a determination to confirm or rescind the original decision made under subclause 11.4. The Committee must notify the person of the outcome within 7 days of the determination.
- 12.2 A Member dealt with under subclause 11.4 has only one (1) right of appeal for fresh evidence pursuant to subclause 12.1.
- 12.3 A Member may appeal to the Association in general meeting against a resolution of the Committee under subclause 11.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 12.4 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely on for the purposes of the appeal.
- 12.5 On receipt of a notice from a Member under subclause 12.3 the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 60 days after the date on which the Secretary received the notice.
- 12.6 At a general meeting of the Association convened under subclause 12.5:
 - (a) no business other than the question of the appeal is to be transacted;
 - (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 Committee's resolution should be confirmed or revoked.
- 12.7 The appeal is to be determined by a special resolution as prescribed in Section 39 of the Act.

13.0 Variation of Rights of Members

- 13.1 Whilst Membership is divided into different classes, the rights attached to any specific Membership class (unless otherwise provided by the terms of application for Membership of that class) may not (whether or not the Association is being wound up) be varied by the Members in general meeting.
- 13.2 For the avoidance of doubt, ordinary Members of the Association (of whatever category of ordinary Membership) constitute the same class of Members or the purposes of this Constitution.

14.0 Powers of the Committee

- 14.1 Subject to the Act, the Regulation and this Constitution and to any special resolution passed by the Members of the Association in general meeting, the Committee:
- (a) is to control and manage the affairs of the Association; and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of Members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association and for compliance with applicable statutes and regulations.
 - (d) must first seek the approval of Members in general meeting before disposing of a wholly owned asset (including aircraft or parts thereof) that has a market value, as appraised by the Committee, of more than \$30,000. The Committee is to adjust this amount, at their discretion, on the 30th day of June in each year for annual changes of inflation.
 - (e) cannot pledge, charge or otherwise assign, aircraft or parts of aircraft, as security without prior approval of Members in general meeting.

15.0 Composition of Membership of the Committee

- 15.1 The Committee is to consist of:
- (a) the office-bearers of the Association; and
 - (b) 7 Ordinary Members,
- each of whom is to be elected annually in accordance with clause 16.
- 15.2 The maximum number of Committee Members is to be 11.
- 15.3 The office-bearers of the Association are:
- (a) the President
 - (b) the Vice-President
 - (c) the Treasurer; and
 - (d) the Secretary.
- 15.4 Unless re-elected, each Member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the Member's election.

16.0 Election of Committee Members

- 16.1 Nominations of candidates for election as office-bearers of the Association or as Ordinary Committee Members:
- (a) must be made in writing, signed by 2 Ordinary or Life Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place or 7 days before the start of an earlier secret ballot for election; and
 - (c) all nominations must be accompanied by a maximum of 300 words length biography, which may include a passport size photo, of the candidate for distribution to Ordinary and Life Members prior to the ballot being conducted.
- 16.2 If sufficient 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.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.6 The ballot for the election of office-bearers and Ordinary Committee Members of the Committee is to be conducted annually in such usual and proper manner as the Committee may direct either:
- at the annual general meeting; or
 - by a secret ballot conducted prior to the annual general meeting.
- The Committee shall cause notice of the election process and procedures to be given to Ordinary and Life Members in the notice of the annual general meeting.
- 16.7 A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a Member of the Association who is entitled to vote and has been a member for at least 12 months prior to the election date or election closing date.
- 16.8 Should an equal number of votes being declared for two (2) or more candidates, the Chairman or President as the case may be, shall have the casting vote.

17.0 Duties of Office Bearers

- 17.1 The duties of the President include:
- (a) to coordinate the Association's activities;
 - (b) to chair Member meetings and Committee meetings.
- 17.2 The duties of the Vice-President include:
- (a) to act on behalf of the President in all duties and functions in his/her absence.
- 17.3 The duties of the Treasurer include:
- (a) to record all income received and payments made;
 - (b) ensure that moneys due to the Association are collected and recorded and that all payments are authorised;
 - (c) to prepare an annual budget for the Committee;

- (d) to present financial reports to each Committee meeting as required by the Committee;
- (e) to keep the financial records of the Association;
- (f) to prepare a financial report for the auditor for the annual general meeting in accordance with applicable Australian accounting standards for the Financial Year; and
- (g) to recommend annually to the Committee the independent auditor for the Association who is entitled to receive in the same way as an Ordinary Member notice of a general meeting and any other communication relating to a general meeting.

17.4 The duties of the Secretary include:

- (a) unless otherwise agreed, to act as the Public Officer of the Association;
- (b) to keep the register of Members;
- (c) to arrange general and Committee meetings;
- (d) to take minutes of all general meetings and Committee meetings which must be signed by the chairperson of the meeting or by the chairperson of the succeeding meeting;
- (e) to be responsible for the inward and outward correspondence of the Association;
- (f) to keep the records of the Association (other than its financial records).

18.0 Casual Vacancies

18.1 In the event of a casual vacancy occurring in the Membership of the Committee, the Committee shall appoint an Ordinary or Life Member of the Association to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

18.2 A casual vacancy in the office of a Member of the Committee occurs if the Member;

- (a) dies;
- (b) is suspended or ceases (for any reason) to be a Member of the Association;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act (Cwth) 2001* of the Commonwealth;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 19;
- (f) becomes a mentally incapacitated person;
- (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee;
- (h) is convicted of an offence involving fraud or dishonesty, or
- (i) is disqualified from managing a corporation under Part 2D.6 (Disqualification from Managing Corporations) of the *Corporations Act (Cwth) 2001*.

19.0 Removal Of Committee Members

19.1 The Association in a general meeting of Members may by a special resolution remove any Member of the Committee before the expiration of the Member's term of office and may by resolution appoint another person.

19.2 If a Member of the Committee to whom a proposed resolution referred to in subclause 19.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Ordinary and Life Members of the Association the Secretary or the President may send a copy of the representations to each Ordinary and Life 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 general meeting at which the resolutions considered.

20.0 Committee Meetings and Quorum

- 20.1 The Committee must meet at least 4 times each 12 months at such place and time including electronically (via telephone, Skype, Google, conference call, webinar or other electronic medium) as the Committee may determine.
- 20.2 Additional meetings of the Committee may be convened by the President or by any Member of the Committee.
- 20.3 Oral or written notice of a meeting of the Committee must be given by the Secretary or convenor under subclause 20.2 to each Member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under subclause 20.3 must specify the general nature of the business to be transacted at the meeting, which any Member of the Committee is entitled to submit, and no business other than that business is to be transacted at the meeting, except business which the Ordinary Committee Members present at the meeting unanimously agree to treat as urgent business.
- 20.5 Any 6 Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.6 A Committee Member may with prior written notice to the Secretary attend electronically or, may give a written proxy to another Committee Member. The proxy is valid for the one next upcoming meeting or any adjournment of that meeting.
- 20.7 No business is to be transacted by the Committee unless a quorum is present (in person including electronically or, by proxy) 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.
- 20.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.
- 20.9 At a meeting of the Committee:
- (a) the President or, in the President's absence, the Vice-President is to preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act as such, one of the remaining Ordinary Committee Members as may be appointed by the Committee Members present at the meeting is to preside.

21.0 Delegation by Committee to Sub-Committee

- 21.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 21.2 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.
- 21.3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 21.4 Despite any delegation under this clause, the sub-committee may continue to exercise any function delegated.
- 21.5 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.
- 21.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 21.7 A sub-committee may meet and adjourn as it thinks proper.

22.0 Voting and Decisions

- 22.1 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.
- 22.2 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.
- 22.3 Subject to subclause 20.5, the Committee may act despite any vacancy on the Committee.
- 22.4 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.

23.0 Holding of General Meetings

- 23.1 The Association must hold its annual general meeting:
- (a) within 6 months after the close of the Association's financial Year; or
 - (b) within such later time as may be allowed or prescribed by the Regulation.
- 23.2 The annual general meeting of the Association is, subject to both the Act and subclause 23.1, to be convened on such date and at such place and time as the Committee thinks fit.

24.0 Business of General Meetings

- 24.1 The Chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:
- (a) in possession of any image or sound-recording device;
 - (b) in possession of any object considered by the Chair to be dangerous, offensive or liable to cause disruption;
 - (c) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (d) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (e) who is not:
 - (i) a Member or a proxy, attorney or, if applicable, a body corporate representative of a Member;
 - (ii) a Committee Member; or
 - (iii) the auditor of the Association.

- 24.2 Except with the approval of the Committee and with the permission of the Chair or pursuant to the Act, no person may move at any meeting either:
- (a) in regard to any special business of which notice has not been given, any resolution or any amendment of a resolution; or
 - (b) any other resolution which does not constitute part of special business of which notice has been given.
- 24.3 Subject to the requirements of the Act, the general conduct of each general meeting of the Association and the procedures to be adopted at the meeting are determined by the Chair.
- 24.4 The Chair may, as considered necessary for the proper conduct of the meeting, demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present.
- 24.5 The Chair may require the adoption of any procedure that, in the Chair's opinion, is necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Association, whether on show of hands or on a poll.

25.0 Business of Annual General Meetings

- 25.1 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
 - (c) to receive and consider any financial statement or report required to be submitted to Members under the Act; and
 - (d) to elect office-bearers of the Association and Ordinary Committee Members.
- 25.2 The Chair shall, at his or her absolute discretion decide the order of business under subclause 25.1.
- 25.3 An annual general meeting must be specified as such in the notice convening it.

26.0 Calling of Special General Meetings

- 26.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 26.2 The Committee must, on the requisition in writing of the lower of 10 percent of the total of Ordinary and Life Members or 40 Ordinary and/or Life Members convene a Special General Meeting of the Association.
- 26.3 A requisition of Ordinary and/or Life Members for a Special General Meeting"
- (a) must state the purpose of the meeting; and
 - (b) must state the name of the Members and be signed by the Members (beside their names) making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 26.4 If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

- 26.5 A Special General Meeting convened by a Member or Members as referred to in subclause 26.4 must be convened as nearly as practicable in the same manner as general meetings are convened by the Committee.

27.0 Notice

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Ordinary and Life Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Ordinary and Life Member specifying the, in addition to the matter required under subclause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 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 subclause 24.2.
- 27.4 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.
- 27.5 A Member may request the Secretary to deliver a notice under the provisions of this Constitution in an electronic form provided the Association has appropriate facilities to do so. An electronic notice is deemed to have been sent at the date and time sent by the Association's computers.

28.0 Quorum for General Meetings

- 28.1 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. The quorum must be present at all times during the meeting.
- 28.2 The lower of:
 - 50 Members present in person or by proxy; or
 - 10% of Members
 (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.
- 28.3 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.
- 28.4 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.

29.0 Presiding Member

- 29.1 The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- 29.2 If the President and the Vice-President are absent or unwilling to act, or any other Committee member present is also unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

30.0 Adjournment

- 30.1 The chairperson if 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.
- 30.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in subclause 30.1 and subclause 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31.0 Making of Decisions

- 31.1 Subject to subclauses 24.3, 24.4 and 24.5, a question arising at a general meeting of the Association is to be determined by either:
- (a) a show of hands; or
 - (b) if on the motion of the chairperson or if 10 or more Ordinary or Life Members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- 31.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32.0 Special Resolutions

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

33.0 Voting

- 33.1 On any question arising at a general meeting of the Association an Ordinary or Life Member has one vote only and one vote per proxy held subject to clause 34.
- 33.2 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.
- 33.3 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

- 33.4 A Member is entitled to vote at any general meeting of the Association provided the member is an Ordinary or Life Member who, as at the date of the meeting, is over the age of 18 years and is not suspended.

34.0 Proxy Votes

34.1 An Ordinary or Life Member entitled to attend and vote in person at any meeting of Members is permitted to hold a maximum of 7 proxy votes. A proxy is invalid if:

- (a) the proxy Member attends in person;
- (b) not received by the Secretary at least 72 hours before the time set for the meeting;
- (c) in the case of an elect conducted prior to the annual general meeting the proxy for the election must be given to the scrutineers at the time the Member attends to cast their vote and in accordance with any procedures notified to Members under subclause 16.6;
- (d) not received in the form of proxy as sent with notice of the meeting.

35.0 Postal Ballots

35.1 The Association does not permit postal ballots.

36.0 Insurance

36.1 The Association is to effect and maintain insurance policy/s that in the opinion of the Committee adequately and efficiently cover insurable risks.

37.0 Funds - Source

37.1 The funds of the Association are to be derived from Membership Fees and Subscriptions of Members, entry fees, donations, sponsorship, unsecured loans and, subject to any special resolution passed by the Association in general meeting, such other sources as the Committee determines.

37.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account as regulated by the Australian Prudential Regulatory Authority.

37.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38.0 Funds Management

38.1 Subject to any special resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a minimum of any 2 Members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.

39.0 Change of Name, Objects and Constitution

39.1 An application under the Act for registration of a change in the Association's name, objects or Constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Committee Member.

40.0 Custody of Books etc.

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

41.0 Inspection of Books etc.

- 41.1 The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour with prior arrangement:
- (a) financial documents and financial records of the Association not subject to privacy laws and the Regulation or a restriction notified by a Member under subclause 7.5;
 - (b) this Constitution;
 - (c) minutes of all general and special meetings of Members of the Association.
- 41.2 A Member of the Association may obtain a copy of any of the documents referred to in subclause 41.1 on payment of a fee to the Secretary of not more than \$1 for each page copied.

42.0 Service of Notices

- 42.1 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;
 - (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.
- 42.2 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 given or delivered by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date that it was posted; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electric 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.