

CONSTITUTION

The Support Staff Community

An Incorporated Association of NSW

Contents

PART 1	PRELIMINARY	4
1.	DEFINITIONS	4
2.	PURPOSE	5
3.	NOT FOR PROFIT	5
PART 2	MEMBERSHIP	5
4.	MEMBERSHIP GENERALLY	5
5.	APPLICATION FOR MEMBERSHIP	6
6.	APPROVAL OF MEMBERS	6
7.	REGISTER OF MEMBERS	6
8.	MEMBER TO NOTIFY CHANGES	7
9.	MEMBERSHIP FEES	7
10.	COMMITTEE MAY CREATE AND VARY CLASSES AND CLASS RIGHTS	7
11.	CEASING TO BE A MEMBER	7
12.	RESIGNATION OF MEMBERSHIP	8
13.	MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	8
14.	MEMBERS' LIABILITIES	8
15.	RESOLUTION OF DISPUTES	8
16.	DISCIPLINING OF MEMBERS	8
17.	RIGHT OF APPEAL OF DISCIPLINED MEMBER	9
PART 3	COMMITTEE	10
18.	POWERS OF THE COMMITTEE	10
19.	COMMITTEE MEMBERS	10
20.	COMPOSITION AND MEMBERSHIP OF COMMITTEE	10
21.	ROLE OF EXECUTIVE OFFICE-BEARERS	10
22.	ELECTION OF EXECUTIVE OFFICE-BEARERS	11
23.	SECRETARY	11
24.	TREASURER	12
25.	ROLE OF ORDINARY COMMITTEE MEMBERS	12
26.	ELECTION OF ORDINARY COMMITTEE MEMBERS	12
27.	SUSPENSION OR EXPULSION OF COMMITTEE MEMBERS	13
PART 4	MEETINGS	13
28.	ANNUAL GENERAL MEETINGS - HOLDING OF	13
29.	ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT	14
30.	SPECIAL GENERAL MEETINGS - CALLING OF	14
31.	NOTICE	15
32.	QUORUM FOR GENERAL MEETINGS	15
33.	PRESIDING MEMBER	16
34.	ADJOURNMENT	16
35.	MAKING OF DECISIONS	16

36.	SPECIAL RESOLUTIONS	17
37.	VOTING	17
38.	PROXY VOTES NOT PERMITTED	17
39.	POSTAL OR ELECTRONIC BALLOTS	17
40.	USE OF TECHNOLOGY AT GENERAL MEETINGS	17
PART 5	MISCELLANEOUS	17
41.	INSURANCE	17
42.	FUNDS - SOURCE	18
43.	FUNDS - MANAGEMENT	18
44.	DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION	18
45.	CHANGE OF NAME, OBJECTIONS AND CONSTITUTION	18
46.	CUSTODY OF BOOKS ETC	18
47.	INSPECTION OF BOOKS ETC	18
48.	SERVICE OF NOTICES	19
49.	FINANCIAL YEAR	19

PART 1 PRELIMINARY

1. DEFINITIONS

- 1.1. **Ordinary Committee Member** means a member of the Committee who is not an office-bearer of the Association.
- 1.2. **Legal Support Staff Professional** means any person who is currently, or has been within the last twelve (12) months, employed in a law firm in a non-legal role, including but not limited to any of the following roles:
 - 1.2.1. Receptionist;
 - 1.2.2. Administration assistant;
 - 1.2.3. Office junior;
 - 1.2.4. Secretary;
 - 1.2.5. Personal assistant;
 - 1.2.6. Legal assistant;
 - 1.2.7. Executive Assistant (if the Executive Assistant works in the legal field);
 - 1.2.8. Paralegal; or
 - 1.2.9. Law clerk.

Legal Support Staff Professional excludes any person who is currently employed as a recruitment or human resources professional, regardless of whether they have been employed as a legal support staff professional within the last twelve (12) months.
- 1.3. **Secretary** means:
 - 1.3.1. The person holding office under this Constitution as Secretary of the Association; or
 - 1.3.2. If no person holds that office - the public officer of the Association.
- 1.4. **Treasurer** means:
 - 1.4.1. The person holding office under this Constitution as Treasurer of the Association; or
 - 1.4.2. If no person holds that office - the public officer of the Association.
- 1.5. **Immediate Past President** means the person holding the office of President immediately preceding the current President.
- 1.6. **Special general meeting** means a general meeting of the Association other than an annual general meeting.

- 1.7. **The Act** means the *Associations Incorporation Act 2009*.
- 1.8. **The Regulation** means the *Associations Incorporation Regulation 2016*.
- 1.9. In this Constitution:
 - 1.9.1. A reference to a function includes a reference to a power, authority and duty; and
 - 1.9.2. A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 1.10. The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument under the Act.

2. **PURPOSE**

The purpose of the Association is:

- 2.1. To provide a community for legal support staff professionals;
- 2.2. To provide networking and social events to facilitate the growth of the legal support staff community and promote wellbeing for legal support staff professionals; and
- 2.3. To foster growth and education for legal support staff professionals with the provision of educational seminars, resources and mentoring.

3. **NOT FOR PROFIT**

- 3.1. The Association must not distribute any income or assets directly or indirectly to its members, except as provided in Clause 3.2.
- 3.2. Clause 3.1 does not stop The Association from doing the following things, provided they are done in good faith:
 - 3.2.1. Paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates, provided such expenses have been approved by the Committee.

PART 2 MEMBERSHIP

4. **MEMBERSHIP GENERALLY**

A person is eligible to be a member of the Association if:

- 4.1. The person was an ordinary member of the Association immediately prior to the adoption of this Constitution; or
- 4.2. The person:
 - 4.2.1. Is a legal support staff professional; and

- 4.2.2. The person has applied and been approved for membership of the Association in accordance with Clauses 5 and 6 of this Constitution.

5. APPLICATION FOR MEMBERSHIP

- 5.1. An application by a person for membership of the Association must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee; and
- 5.2. As soon as practicable after receiving an application for membership, the Secretary must:
 - 5.2.1. review the application and notify the applicant of whether their membership has been approved in accordance with Clause 6 of this Constitution; and
 - 5.2.2. request payment of the requisite subscription fee (if any) within the period of 28 days after receipt by the applicant of the notification.
- 5.3. The Secretary must, on payment of the subscription fee (if applicable) or upon notification of the approval of the application (if no subscription fee applies) enter or cause to be entered the applicant's name in the register of members within twenty-eight (28) days and, on the name being so entered, the applicant becomes a member of the Association.

6. APPROVAL OF MEMBERS

Provided that applicants meet the below conditions, they will be approved as members:

- 6.1. The applicant must be a legal support professional; and
- 6.2. The applicant must have provided the minimum information required to be held on the Register of Members in accordance with Clause 7.1.

7. REGISTER OF MEMBERS

- 7.1. The Association must establish and maintain a register of members specifying the name and postal, residential or email address of each member, and the date on which the person became a member.
- 7.2. The register of members shall be kept at the principal place of administration of the Association, or such other place as the Committee sees fit and must be kept in New South Wales.
- 7.3. The register of members must be open for inspection, free of charge, by any member of the Association at 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:
- 7.6.1. The purposes of sending the person a newsletter, a notice in respect of a meeting or any other event relating to the Association or other material relating to the Association; or
 - 7.6.2. Any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.7. If the register of members is kept in electronic form:
- 7.7.1. It must be convertible into hard copy; and
 - 7.7.2. The requirements in subclauses 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8. **MEMBER TO NOTIFY CHANGES**

A member must promptly notify the Association of any change in the details with respect to that Member which are recorded in the register of members.

9. **MEMBERSHIP FEES**

The Committee may determine from time to time the Membership fees (if any) each member or class of member is required to pay with such membership fee to be payable on or after the first day of the financial year of the Association in any calendar year or on becoming a member in accordance with Clause 5.

10. **COMMITTEE MAY CREATE AND VARY CLASSES AND CLASS RIGHTS**

The Committee may, subject to this Constitution:

- 10.1. Establish any new class of members and define the rights, restrictions and obligations of members in that class; and
- 10.2. Vary or cancel the rights, restrictions and obligations of members in any new or existing class if approved by a Special Resolution of Members.

11. **CEASING TO BE A MEMBER**

A person ceases being a member of the Association if the person

- 11.1. Dies;
- 11.2. Resigns membership;
- 11.3. Are expelled under Clause 27;
- 11.4. Have not responding within three months to a written request from the Secretary that they confirm in writing that they want to remain a member; or
- 11.5. Fails to pay the annual membership fee (if any) within three (3) months after the fee is due.

12. RESIGNATION OF MEMBERSHIP

12.1. A member of the Association may resign from membership of the Association by first giving the Secretary written notice of at least one (1) month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

12.2. If a member of the Association ceases to be a member under Clause 12.1 and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

13. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

Members' rights, privileges and obligations are personal to each member. Such rights, privileges and obligations must not be transferred to any other person, and will terminate upon cessation of a Member's membership.

14. 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, unpaid by the member in respect of membership of the Association as required by Clause 9.

15. RESOLUTION OF DISPUTES

Disputes between members are to be mediated by the President. If no resolution is achieved through mediation by the President, or if the President does not believe that it is appropriate for the President to mediate or continue to mediate the dispute, then the dispute must be referred to an accredited mediator agreed between the parties or, failing agreement, appointed by LEADR.

16. DISCIPLINING OF MEMBERS

16.1. A complaint may be made to the Committee by any person that a member of the Association:

16.1.1. Has refused or neglected to comply with a provision or provisions of this Constitution; or

16.1.2. Has wilfully acted in a manner prejudicial to the interests of the Association.

16.2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

16.3. If the Committee decides to deal with the complaint, the Committee:

16.3.1. Must cause notice of the complaint to be served on the member concerned; and

16.3.2. Must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and

- 16.3.3. Must take into consideration any submissions made by the member in connection with the complaint.
- 16.4. The Committee 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 expulsion or suspension is warranted in the circumstances.
- 16.5. If the Committee 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 Committee for having taken that action and of the member's right of appeal under clause 17.
- 16.6. The expulsion or suspension does not take effect:
 - 16.6.1. Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - 16.6.2. If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 17;

whichever is the later.

17. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 17.1. A member may appeal to the Association in general meeting against a resolution of the Committee under Clause 16, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 17.2. The notice may, but need not, be accompanied with a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 17.3. On receipt of a notice from a member under Clause 17.1, the Secretary must notify the Committee, 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.
- 17.4. At a general meeting of the Association convened under Clause 17.3:
 - 17.4.1. No other business other than the question of the appeal is to be transaction; and
 - 17.4.2. The Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - 17.4.3. The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 17.5. The appeal is to be determined by a simple majority of votes cast by the members of the Association.

PART 3 COMMITTEE

18. POWERS OF THE COMMITTEE

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

- 18.1. Is to control and manage the affairs of the Association; and
- 18.2. 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 of the Association; and
- 18.3. Has power to perform all the acts and do all the things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

19. COMMITTEE MEMBERS

A person is qualified to be a Committee Member of the Association only if:

- 19.1. The person was a Committee Member of the Association immediately prior to the adoption of this Constitution; or
- 19.2. The person has been appointed as a Committee Member in accordance with Clause 26.

20. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- 20.1. The Committee shall consist of:
 - 20.1.1. The executive office-bearers of the Association:
 - a) The President;
 - b) The Immediate Past President;
 - c) The Vice-President;
 - d) The Secretary;
 - e) The Treasurer; and
 - 20.1.2. Up to thirteen (13) Ordinary Committee Members.
- 20.2. A Committee Member may hold up to two (2) offices (other than both the offices of President and Vice-President).
- 20.3. The Committee must, at any one time, have no less than five (5) and no more than fifteen (15) Committee Members.
- 20.4. There is no maximum number of executive terms for which a Committee Member may hold office.

21. ROLE OF EXECUTIVE OFFICE-BEARERS

- 21.1. Each executive office bearer appointed under Clause 22 of the Constitution will:
 - 21.1.1. Do all things that the office bearer is required to do in accordance with this Constitution and the Act; and
 - 21.1.2. All other things that the Committee may from time to time determine.

22. **ELECTION OF EXECUTIVE OFFICE-BEARERS**

- 22.1. Nominations of candidates for election as office-bearers of the Association:
 - 22.1.1. Must be made in writing to the Secretary; and
 - 22.1.2. Must be delivered to the Secretary at least seven (7) days before the date is fixed for the holding of the annual general meeting at which the election is to take place.
- 22.2. If insufficient nominations are received to fill all office-bearer vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 22.3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 22.4. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 22.5. The ballot for the election of office-bearers is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.

23. **SECRETARY**

- 23.1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 23.2. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - 23.2.1. All appointments of office-bearers and members of the Committee;
 - 23.2.2. The names of members of the Committee present at a Committee Meeting or a general meeting; and
 - 23.2.3. All proceedings at Committee meetings and general meetings.
- 23.3. Minutes of the proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 23.4. The signature of the chairperson may be transmitted by electronic means for the purposes of subclause 23.3.

24. **TREASURER**

24.1. It is the duty of the Treasurer of the Association to ensure:

24.1.1. That all money due to the association is collected and received and that all payments authorised by the Association are made; and

24.1.2. 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.

25. **ROLE OF ORDINARY COMMITTEE MEMBERS**

Each Ordinary Committee Member will do all things that the Committee may from time to time determine.

26. **ELECTION OF ORDINARY COMMITTEE MEMBERS**

26.1. If at any time the non-executive membership of the Committee falls below 12 members, additional members may be elected by:

26.1.1. The President giving at least one (1) month's notice to the existing Committee members at a general meeting of their intention to elect additional Committee members;

26.1.2. The Committee advertising the positions available to all existing Association Members and inviting those members to nominate for election to the Committee.

26.2. Nominations of candidates for Ordinary Committee Members:

26.2.1. Must be made in writing to the Secretary; and

26.2.2. Must be delivered to the Secretary at least seven (7) days before the date is fixed for the holding of the general meeting at which the election is to take place; and

26.2.3. May be accompanied with submissions made by the applicant as to their proposed involvement with the Committee.

26.3. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and the balance of positions will remain unfilled until such time as the President giving notice of an intake of additional members in accordance with Clause 26.1.

26.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

26.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

26.6. The ballot for the election of ordinary Committee Members of the Committee is to be conducted at any general meeting in any usual and proper manner that the Committee directs.

- 26.7. In electing ordinary Committee members, the existing Committee members must consider (in this order and priority):
- 26.7.1. The current composition of the existing Committee Members, including but not limited to where the applicant works, which area of law the applicant specialises in (if any), what role the applicant holds, and what level of experience the applicant has. In this regard, the Committee must not, at any one time, comprise of:
- a) More than three Committee Members from the same firm; and
 - b) More than four Committee Members specialising in the same area of law.
- 26.7.2. Any submissions made by the applicant in relation to their appointment as a Committee Member; and
- 26.7.3. Any interactions that the applicant has previously had with the Association, including but not limited to:
- a) Whether the applicant is an existing member of the Association;
 - b) Whether the applicant has attended events hosted by the Association; and
 - c) Any other interactions with the Association or its Committee Members.

27. SUSPENSION OR EXPULSION OF COMMITTEE MEMBERS

At any given time, the President may resolve to warn, suspend or expel a member from The Committee on the following basis:

- 27.1. If the Committee Member has failed to attend:
- 27.1.1. Four (4) consecutive meetings; OR
 - 27.1.2. A total of 50% of the total meetings held within the preceding financial year (or, if the Committee Member has not been a member for the full financial year then for 50% of the total meetings held between the time that the person became a member and the end of the financial year), as calculated at the time of holding an Annual General Meeting.
- 27.2. If the Committee Member has breached this Constitution; or
- 27.3. If the Committee Member's behaviour is causing, has caused or is likely to cause harm to The Association.

PART 4 MEETINGS

28. ANNUAL GENERAL MEETINGS - HOLDING OF

- 28.1. The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 28.2. The Association must hold its annual general meetings:
 - 28.2.1. Within six (6) months after the close of the association's financial year; or
 - 28.2.2. Within any later time that may be allowed or prescribed under Section 37(2)(b) of the Act.

29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 29.1. The annual general meeting of the association is, subject to the Act and to Clause 28, to be convened on the date and at the place and time that the Committee thinks fit.
- 29.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - 29.2.1. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - 29.2.2. to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - 29.2.3. to elect office-bearers of the Association and ordinary Committee Members; and
 - 29.2.4. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 29.3. An annual general meeting must be specified as that type of meeting in the notice convening it.

30. SPECIAL GENERAL MEETINGS - CALLING OF

- 30.1. The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 30.2. The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- 30.3. A requisition of members for a special general meeting:
 - 30.3.1. must be in writing, and
 - 30.3.2. must state the purpose or purposes of the meeting, and
 - 30.3.3. must be signed by the members making the requisition, and
 - 30.3.4. must be lodged with the Secretary, and
 - 30.3.5. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- 30.4. If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 30.5. A special general meeting convened by a member or members as referred to in Clause 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- 30.6. For the purposes of Clause 30.3:
- 30.6.1. a requisition may be in electronic form, and
- 30.6.2. a signature may be transmitted, and a requisition may be lodged, by electronic means.

31. NOTICE

- 31.1. 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 member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2. 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 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 Clause 31.1, the intention to propose the resolution as a special resolution.
- 31.3. Note. A special resolution must be passed in accordance with section 39 of the Act.
- 31.4. 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 29.2.
- 31.5. 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.

32. QUORUM FOR GENERAL MEETINGS

- 32.1. 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.
- 32.2. Five 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.
- 32.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- 32.3.1. if convened on the requisition of members—is to be dissolved, and
 - 32.3.2. 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.
- 32.4. 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.

33. PRESIDING MEMBER

- 33.1. The President or, in the President’s absence, the Vice-President, is to preside as chairperson at each general meeting of the Association.
- 33.2. If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34. ADJOURNMENT

- 34.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2. 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.
- 34.3. Except as provided in subclauses 34.1 and 34.2, 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.

35. MAKING OF DECISIONS

- 35.1. A question arising at a general meeting of the Association is to be determined by:
 - 35.1.1. a show of hands or, if the meeting is one to which clause 39 applies, any appropriate corresponding method that the Committee may determine, or
 - 35.1.2. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 35.2. 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.

35.3. Clause 35.2 applies to a method determined by the Committee under Clause 35.1.1 in the same way as it applies to a show of hands.

35.4. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36. SPECIAL RESOLUTIONS

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

37. VOTING

37.1. On any question arising at a general meeting of the Association a member has one vote only.

37.2. 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.

37.3. 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.

37.4. A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

38. PROXY VOTES NOT PERMITTED

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

39. POSTAL OR ELECTRONIC BALLOTS

39.1. The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under Clause 17).

39.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40. USE OF TECHNOLOGY AT GENERAL MEETINGS

40.1. A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.

40.2. A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 MISCELLANEOUS

41. INSURANCE

The Association may effect and maintain insurance.

42. FUNDS - SOURCE

- 42.1. The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee determines.
- 42.2. 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.
- 42.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. FUNDS - MANAGEMENT

- 43.1. 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 Committee determines.
- 43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

44. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- 44.1. Subject to the Act and the Regulations, 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.
- 44.2. 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.

45. CHANGE OF NAME, OBJECTIONS 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 a Committee Member.

46. CUSTODY OF BOOKS ETC

- 46.1. Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
 - 46.1.1. at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines), or
 - 46.1.2. if the Association has no premises, at the Association's official address, in the custody of the public officer.

47. INSPECTION OF BOOKS ETC

- 47.1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- 47.1.1. records, books and other financial documents of the Association,
 - 47.1.2. this Constitution,
 - 47.1.3. minutes of all Committee meetings and general meetings of the Association.
- 47.2. A member of the Association may obtain a copy of any of the documents referred to in Clause 47.1 on payment of a fee of not more than \$1 for each page copied.
- 47.3. Despite Clauses 47.1 and 47.2, the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records 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.

48. SERVICE OF NOTICES

- 48.1. For the purpose of this Constitution, a notice may be served on or given to a person:
- 48.1.1. by delivering it to the person personally, or
 - 48.1.2. by sending it by pre-paid post to the address of the person, or
 - 48.1.3. 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.
- 48.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 48.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 48.2.2. 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
 - 48.2.3. 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.

49. FINANCIAL YEAR

- 49.1. The financial year of the Association is:
- 49.1.1. the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

- 49.1.2. each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.