

# Deepwater and Districts Community F.M. Radio Incorporated

## Adopted Constitution – 2/11/15.

Form B66 Appendix 13.1

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# Part 1 - Preliminary

## 1. Definitions

(1) In this constitution:

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

**Ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**Secretary** means:

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

**Ordinary Member** means a person who has been accepted for full membership of the Association having complied with Part 2. Clause 2, (1) and (3)

**Associate Member** means a person residing outside the local membership area at the time of application for membership and is qualified for Associate membership in accordance with Part 2. Clause (1) and (3)

**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 2010*.

## 2. Framework

(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) 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.

(3) Deepwater and Districts Community FM Radio Incorporated herein referred to as the Association, shall operate a FM community radio station for the purposes of broadcasting programs of interest to the residents of the greater New England Region and beyond, the contents of such being determined through the Association.

(4) The Association shall maintain and operate the station to the standards of Community Broadcasting best practices and in reference to the CBAA Codes of Practice and in compliance with all relevant Federal, State and Local Government laws.

## **Part 2 - Membership**

### **1. Membership generally**

- (1) A person is eligible to be an Ordinary Member of the Association if:
  - (a) the person is a natural person, and
  - (b) the person has been approved for Ordinary Membership by resolution of the Association Committee of Management in accordance with Part 2. Clauses 1.(3)
- (2) A person is eligible to be an Associate Member of the Association if:
  - (a) the person is a natural person, and
  - (b) the person has been approved for Associate Membership by resolution of the Association Committee of Management in accordance with Part 2. Clause 1. (3)
- (3) New applicants for Ordinary membership, being a natural person residing in the local government areas of Glen Innes Severn, Tenterfield, Inverell and Guyra and having furnished a duly completed application form and the prescribed dues and membership fees being tendered therewith shall be eligible for membership subject to endorsement by resolution of the Committee of Management
- (4) New applicants for Associate membership, being a natural person residing outside the local government areas of Glen Innes Severn, Tenterfield, Inverell and Guyra and having furnished a duly completed application form and the prescribed dues and membership fees being tendered therewith: shall be eligible for Associate membership subject to endorsement by resolution of the Committee of Management
- (5) Junior Members shall be persons who have attained the age of fourteen years and not over the age of eighteen years. His or her application form shall be signed by themselves and counter signed by one of his/her parents or legal guardian with copies of proof of age documentation in the presence of the Committee of Management.
  - (a) A junior member shall not be entitled to vote or stand for election to the Committee of Management.
  - (b) A junior member is entitled to full membership of the Association once they have attained the age of eighteen (18) years, provided they comply with Part 2. Clause 1. (3)
- (6) A member may be granted life membership of the association at an annual general meeting of the association provided that due notice is given to members.
- (7) A special resolution is required in order to grant life membership of the association.
- (8) A member of the association is not eligible for employment by the association.

### **2. Membership currency**

- (1) An applicant's membership shall commence on and from the date of acceptance of membership by the Committee of Management subject to receipt for payment of all prescribed dues and membership fees, and shall be renewable by the commencement of the new financial year on the 1<sup>st</sup> July.
- (2) The Committee of Management has the discretion to grant a reduced membership fee in the first year of membership where special circumstances exist.
- (3) Production by a member of a receipt for payment of all prescribed dues and subscriptions fees and showing a date of issue falling within the same financial year in conjunction with notation within the Register of Members shall be sufficient proof of current membership for that financial year unless the association has declined membership.
- (4) In the event that a continuing membership lapses as set out in Part 2 Clause 4. (1) (c), a new membership application will be required for the consideration by the Committee of Management.

### **3. Application for membership**

- (1) An application of a person for membership of the Association:
  - (a) must be in writing on the form approved by the Committee of Management
  - (b) must be lodged with the Secretary of the Association
- (2) As soon as practicable after receiving the application for membership, the Secretary must refer the application to the Committee of Management which is to determine whether to approve or reject the application.”
- (3) As soon as practicable after the Committee of Management makes the determination, the Secretary must:
  - (a) notify the applicant, in writing that the Committee of Management has approved or rejected the application (whichever is applicable), and
  - (b) if the Committee of Management approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution as entrance and annual subscription.”
- (4) The Secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, 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
- (5) An applicant for membership of the Association may be required to consent to a “Working with Children” certification should their proposed role dictate the need
- (6) An applicant whose application for membership has been rejected under Clause 5. (2) above, shall have the following rights of appeal:
  - (a) The rejected applicant is entitled to make representations to the Committee of Management following a written request to do so, provided that such a request is made in writing within one month of the notification to the applicant of rejection of their membership application
  - (b) Following the address to the committee of management, the Committee of Management is required to again determine if the membership application should be supported or rejected.
  - (c) The committee of management must advise the applicant as set out in rule (3) (a) above.
- (7) The decision of the Committee of Management under Part 2. Clause 3. (6) (b) is final

### **4. Cessation of membership**

- (1) A person ceases to be a member of the Association if the person:
  - (a) dies, or
  - (b) resigns membership,
  - (c) or is expelled from the Association, or fails to pay the annual membership fee under Part 2. Clause 2. (4) within three (3) calendar months after the fee is due, or
  - (d) has Life Membership cancelled at a general meeting where due notice is given.

### **5. Membership entitlements not transferable**

- (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. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (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.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members 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.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address *or*
  - (c) at the residence of the Public Officer
- (3) The register of members must be open for inspection, free of charge, by any member of the association at a mutually convenient time.
- (4) Only names of members within the member's register will be available for inspection. The additional details within the register are to remain confidential unless otherwise resolved by the committee of management.
- (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.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the 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) It is the responsibility of members to advise the secretary of any changes applicable to the register of members.
- (8) A member is entitled to review all information pertaining to their own membership details within the membership register.

## **8. Fees and subscriptions**

- (1) A member of the association must pay to the association an annual membership fee, as determined by the committee of management annually.
  - (a) except as provided by paragraph (b), before 1 July 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 and before 1 July in each succeeding calendar year.
- (2) Any member who is not a financial member three (3) calendar months after the end of the financial year shall be required to submit a new application for membership.
- (3) Subscriptions submitted for membership after the three (3) months expiry date by electronic methods shall be quarantined until an application form for new membership is presented and determined by the Committee of Management.

## **9. Members' liabilities**

- (1) 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 8.

## **10. Resolution of disputes**

- (1) Members of the association who have a unresolved dispute with other members of the association or the association or the management committee of the association shall submit a written and signed notice of dispute and details of complaint form 14 days prior to the monthly meeting of the association.
- (2) The Management committee of the association shall review and discuss what action shall be taken on the written and signed notice of dispute at the next monthly meeting of the association and shall submit a written reply back to the members of the association that have signed the notice of dispute and complaint. The association shall not take action on disputes or complaints not submitted and signed in writing to the management committee of the association.
- (3) Members of the association who have submitted a written and signed notice of dispute with the management committee of the association and who do not agree or recognise the decision handed down by the management committee shall be required to attend a meeting with an arbiter mutually agreeable to all parties to seek a resolution of the same.
- (4) In the event that the dispute is unresolved by implementing the provision of Clause 10 (2) and 10 (3) then the matter should (if not a personal issue requiring privacy) be referred back to the management committee of the association, initially then to a Special General Meeting of the association if a resolution has not been reached.
- (5) Disputes between members (in their capacity as members) of the association and disputes between members and the association, upon failure of the Clause 10 (2), 10 (3) and 10 (4) above, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centre Act 1983.
- (6) A member retains the right to seek resolution of their dispute through 10 (5) above if they believe that this action is the only way towards resolution.

## **11. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature without prejudicing the rights of a member.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the 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.
- (5) Suspension or expulsion of a life member requires a special resolution of the association.
- (6) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (7) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under Part 2. Clause 10, (1) to (6) whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within six weeks after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause Part 2. Clause 12. (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.
- (6) In the event of a tied vote the meeting Chairman may exercise a casting vote

## **Part 3 - The Committee**

### **1. Powers of the Committee**

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

### **2. Composition and membership of Committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 4 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under Part 3. Clause 3. (1) to (7).
- (2) The total number of committee members is to be 9.
- (3) The office-bearers of the association elected at the annual general meeting are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer
  - (d) the secretary
  - (e) the assistant secretary
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) 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, but is eligible for re-election.
- (6) The President shall call a meeting of the Management Committee of the association within 14 days after the annual general meeting to endorse roles of management committee members associated with the operations of Deepwater and Districts Community FM Radio Inc.

### **3. Election of committee members**

- (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 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.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.



- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (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.

#### **4. Secretary**

- (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.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **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.
- (c) Present accurate financial reports to the committee in a timely manner
- (d) The Treasurer of the association shall not submit electronic recorded detail of the financial statements and books of the association to any person or organisation unless they are legally entitled to do so.
- (e) The Treasurer will ensure that all records required for the annual financial statements compilation or review / audit if required, are made available in a timely manner to the qualified person or organisation carrying out the annual financial statements compilation or audit / review.

#### **6. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the 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.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under Part 3. Clause 7. (1) to (3) or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **7. Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) The member subject to the proposed resolution in 7. (1) shall be given due notice in writing as required in Part 4. Clause 3.
- (3) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **8. Committee meetings and quorum**

- (1) The committee must meet at least 6 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee in the event that the President fails to call an additional meeting at the request of the member.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or 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.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **9. Delegation by committee to sub-committee**

- (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.

- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to 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.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) All subcommittee' delegations will conclude at each AGM and will not continue unless so resolved by the Committee of Management.
- (9) All subcommittees will cease to exist at each AGM and will not continue to exist unless so resolved at the AGM or a subsequent Management Committee meeting or Special General Meeting.

## **10. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Part 3. 6. Clause (1) & (2), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 - General meetings**

### **1. Annual general meetings - holding of**

- (1) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **2. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to Part 4. Clause 3.(5) & (6), to be convened on such date and at such place and time as the committee thinks fit, provided, the annual general meeting is held within six months of the end of the financial year.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
  - (e) To consider reports from sub committees and decide if these sub-committees should continue and what delegations apply.
- 3) An annual general meeting must be specified as such in the notice convening it.

### **3. Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members 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.
- (4)-The Committee shall set a meeting date for a special meeting within six weeks of the receipt of a request for such a meeting under Part 4. Clause 3. (2) above

#### **Notice**

- (5) 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.
- (6) 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 subclause (1), the intention to propose the resolution as a special resolution.
- (7) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.

#### **4. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty percent of the associations current financial membership 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.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

#### **5. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (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.

#### **6. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

#### **7. Making of decisions**

- (1) 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 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (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.

## **8. Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act, requiring:

- (1) 21 days written notice of a special general meeting at which the matter is to be resolved.
- (2) Specific notice within the special meeting agenda advising of the business item as requiring a special resolution.
- (3) A 75% majority of those financial members present entitled to vote supporting the resolution.

## **9. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

## **10. Proxy votes not permitted**

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

## **11. Postal ballots**

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

## **Part 5 - Miscellaneous**

### **1. Insurance**

- (1) The association shall enact reasonable levels of public liability, defamation and general insurance
- (2) The committee of management must approve all insurance arrangements.

### **2. Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, business sponsorships, government grants, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (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.
- (3) The association must, as soon as practicable after receiving any money in cash or for members subscriptions, issue an appropriate receipt.
- (4) The association shall not raise funds by means of loans, excepting by a special resolution passed at a special general meeting of the association.

### **3. Funds - management**

- (1) Subject to any 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.
- (2) "The Association shall not purchase or sell land without the approval being given via a Special Resolution carried at a General Meeting
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (4) All receipts and payments information will be tabled before the committee of management in a timely manner.
- (5) A compilation of annual financial statements will be undertaken by an external qualified person prior to tabling at the Annual General Meeting. In the event that a review or audit is required by a grant provider, or government regulation then such review or audit will be undertaken by a suitably qualified person"

### **4. Change of name, objects and constitution**

- (1) An application to the Director-General 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 acting on behalf of the association.
- (2) An General Meeting is required to consider any proposed changes to the Association Constitution
- (3) The meeting notice to members must set out the details of the proposed constitution changes and advise that a Special Resolution is required to enact the changes
- (4) Amendments to the constitution carried by the required Special Resolution vote do not come into effect until the new constitution is endorsed by the Office of Co-operatives and Associations.

## **5. Custody of books etc.**

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.

## **6. Inspection of books etc.**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied subject to a resolution by the committee of management authorising copying of the documents.

## **7. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **8. Financial year**

The financial year of the association is:

- (1) 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.