

2DRY FM Community Radio

Incorporated in NSW

Broken Hill FM Association Inc

ABN: 58 182 887 258

Inc No: Y0936903

200 Beryl Street (PO Box 326)
Broken Hill NSW 2880

Phone: 08 8087 1077

Fax: 08 8087 9036

Email: studio@2dryfm.com

Web: www.2dryfm.com

Constitution

Adopted 26th November 2022

Index

Part 1 – PRELIMINARY

1	Introduction	4
2	Definitions	4

Part 2 - MEMBERSHIP

2	Membership – Individual & Groups	5
3	Application for membership	6
4	Cessation of membership	8
5	Membership entitlements not transferable	8
6	Registration of membership	8
7	Register of members	9
8	Fees and subscriptions	9
9	Members' liabilities	10
10	Resolution of disputes	10
11	Disciplining of members	10
12	Right of reply of rejected applicant or disciplined member	11
13	Right of appeal of rejected applicant or disciplined member	12

Part 3 – THE BOARD

14	Powers of the board	13
15	Composition and membership of board	13
16	Election of board members	14
17	Secretary	15
18	Treasurer	15
19	Casual vacancies	15
20	Removal of board member(s)	16
21	Board meetings and quorum	16
22	Delegation by board to sub-board	17
23	Voting and decisions	18

Part 4 – GENERAL MEETINGS

24	Annual general meetings – holding of	18
25	Annual general meetings – calling of and business at	19
26	Special general meeting – calling of	19
27	Notice	20
28	Quorum for general meeting	20
29	Presiding members	21
30	Adjournment	21
31	Making of decisions	22
32	Special resolutions	22
33	Voting	22
34	Proxy voting	23

Part 5 – MISCELLANEOUS

35	Insurance	23
36	Funds – source	23
37	Funds – management	23
38	Change of name, objectives and constitution	24
39	Custody of records	24
40	Inspection of records	24
41	Service of notices	24
42	Financial Year	25
43	Non-profit clause	25
44	Dissolution clause	25

* * * * *

Part 1 – PRELIMINARY

1 Introduction

Broken Hill FM Association Inc History

Broken Hill FM Association Inc was established in the early 1990s to provide the residents of Broken Hill a Community based Radio Station.

The radio station was to provide the following:

- (1) Provide an alternative radio service managed by Broken Hill locals.
- (2) Provide opportunities for Broken Hill residents to operate a Community radio station.
- (3) Provide opportunities for community groups to promote their services.

2 Definitions

- (1) In this constitution:

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

Ordinary board member means a member of the board 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.

A 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

A Group is an organisation whether incorporated or not that utilises the facilities

- (2) 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.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – MEMBERSHIP

2 Individual and groups

a. Individual

- 1 A person is eligible to be a member of the association if
 - i) The person has an Australian address, and
 - 1 The person has been nominated and approved for membership of the association in accordance with clause 3
 - ii) A person is taken to be a member of the association if:
 - 1 The person has an Australian address, and
- 2 The person was
 - a) In the case of an unincorporated body that is registered as the association, - a member of that unincorporated body immediately before the registration of the association, or
 - b) In the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - c) In the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

- iii) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

b. Groups

Groups using the Broken Hill FM Association Inc facilities have one membership. The group is to nominate a member of that group as representative on the appropriate form

- i. The Group representative cannot be an individual member, unless all members of the group are also individual members of the association. Then the representative can represent the group separately and his/herself

3 Application for membership

- (1) An application of a person or a group for membership of the association:
 - (a) Must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) Must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the board which is to determine whether to approve or to reject the application. An application may only be rejected if
 - (a) There are reasonable grounds to believe that the applicant would not abide by the rules and objectives of the association; or
 - (b) Required by law; or
 - (c) The applicant has been convicted of an indictable offence; or
 - (d) There are reasonable grounds to believe that the applicant would not abide by the Community broadcasting Code of Practice; or
 - (e) There are reasonable grounds to believe that the applicant would pose a security risk to the members or premises of the association.
- (3) Where the board resolves -
 - :
 - (a) to approve an application for membership, the secretary shall, as soon as practicable after that resolution, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as membership fee.
 - (b) to reject an application for membership, the applicant shall have the right of reply and appeal under rule 12(1) and 13. Where the applicant

exercises the right of reply the resolution of the board is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the applicant of a notice under clause 12(1), confirms the resolution in accordance with this rule.

(4) The secretary shall –

- (a) On payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause; or
- (b) Upon resolution of the board to reject an application being overturned on reply or appeal and payment of the required membership fee by the applicant, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4 Cessation of membership

- a) A person ceases to be a member of the association if the person:
 - i) Dies, or
 - ii) Resigns membership, or
 - iii) Is expelled from the association, or
 - iv) Fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- b) A group ceases to be a member of the association if the group
 - i) Resigns membership
 - ii) Fails to pay annual membership fee under clause 8 (2) within 3 months after the fee is due.
 - iii) Does not adhere to the rules and regulations under the constitution of the association

5 Membership entitlements not transferable

A right, privilege or obligation which a person or group has by reason of being a member of the association:

- (a) Is not capable of being transferred or transmitted to another person or group, and,
- (b) Terminates on cessation of the persons' or group'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 board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under sub-clause (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.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) If the register is kept in electronic form it must be convertible into a hard copy.
- (5) 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.
- (6) 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) 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.

8 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of an amount determined by board.
- (2) In addition to any amount payable by the member under sub-clause (1), a member of the association must pay to the association an annual membership fee of an amount determined by board.
 - (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.

9 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 8. This includes individuals, groups and board members.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centre Act 1983.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the board 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 board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the board decides to deal with the complaint, the board:
 - (a) Must cause notice of the complaint to be served on the members 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 board in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- (4) The board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the board 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 board for having taken that action and of the member's right of appeal under clause 12.
- (6) 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 clause 12, whichever is the later.

12 Right of reply of rejected applicant or disciplined member

- (1) Where the board passes a resolution under rule 3(3)(b) or rule 11(4), the secretary shall, as soon as practicable, cause a notice in writing to be served on the applicant or member subject of the resolution –
- a. Setting out the resolution of the board and the grounds on which it is based;
 - b. Stating that the applicant or member subject of the resolution may address the board at a meeting to be held not earlier than 14 days and no later than 28 days after the serving of the notice;
 - c. Stating the date, place and time of that meeting; and
 - d. Informing the applicant or member subject of the resolution that they may do either or both of the following:
 - i. Attend and speak at that meeting;
 - ii. Submit to the board at or prior to the date of that meeting written representations relating to the resolution.
- (2) At a meeting of the board held as referred to in clause (1) the board shall –
- a. Give the applicant or member subject of the resolution an opportunity to make oral representations

- b. Give due consideration to any written representations submitted to the board by the applicant or member subject of the resolution at or prior to the meeting; and
 - c. By resolution determine whether to confirm or to revoke the resolution.
- (3) Where the board confirms a resolution under clause (2), the secretary shall, within 7 days after that confirmation, by notice in writing inform the applicant or member subject of the resolution of the reasons for the confirmation and the right of appeal under rule 13.
- (4) A resolution confirmed by the board does not take effect:
 - a. Until the expiration of the period within which the applicant or member subject of the resolution is entitled to appeal against the resolution where the applicant or member subject of the resolution does not exercise the right of appeal within that period; or
 - b. Where within that period the applicant or member subject of the resolution exercises the right of appeal, unless and until the association confirms the resolution under rule 13(4), whichever is the later.

13 Right of appeal of rejected applicant or disciplined member

- (1) A rejected applicant or member may appeal to the association against a resolution of the board under rule 11, within 7 days after notice of the resolution is served on the rejected applicant or 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 rejected applicant or member under clause (1), the secretary must notify the board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) No business other than the question of the appeal is to be transacted; and
 - (b) The board and the rejected applicant or 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) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – THE BOARD

14 Powers of the board

Subject to Act, the Regulation and this constitution and to any resolution passed by the association at General meetings, the board:

- (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 board to be necessary or desirable for the proper management of the affairs of the association.

15 Composition and membership of board

- (1) The board is to consist of:
 - (a) The officer-bearers of the association, and
 - (b) At least 3 ordinary board members, each of whom is to be elected at the annual general meeting of the association under clause 16.
- (2) The total number of board members is to be seven
- (3) The office-bearers of the association are as follows:
 - (a) President,
 - (b) Vice-president,
 - (a) Treasurer,
 - (d) Secretary.
- (4) A board member may hold up to 2 offices (other than both the president and vice-president offices).

- (5) Each member of the board 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.

16 Election of board members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary board members:
 - (a) Must be made in writing, signed by at least 2 members of the association, not including the candidate and accompanied by the written consent of the candidate to 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 board, 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 board 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 members of the board is to be conducted at the annual general meeting in such usual and proper manner as the board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the association must be a member of the association.

17 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 board, and
 - (b) The names of members of the board present at all general, special and annual general meetings, and
 - (c) All proceedings at all general, special and annual 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.

18 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 board of 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.

19 Vacancies in office

- (1) A casual vacancy in the office of a Board member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the association under this clause, or
 - (e) is absent from 3 consecutive meetings of the Board without the consent of the Board, or
 - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

- (g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
- (a) remove a Board member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the Board member's term of office.
- (3) A Board member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the Board send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the Board fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The Board may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a Board member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

20 Board Meetings and quorum

- (1) The board must meet at least 3 times in each period of 12 months at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by the president or by any member of the board.
- (3) Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under sub-clause (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 board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three (3) members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business is to be transacted by the board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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 board:
 - (a) The president or, in the presidents' 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 board as may be chosen by the members present at the meeting is to preside.

21 Delegation by board to sub-committee

- (1) The board may, by written submission, delegate to one or more sub committees (consisting of such member or members of the association as the board thinks fit) the exercise of the functions of the board as are specified in the written submission, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the board by the Act or by any other law. Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations.
- (2) A function 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 written submission of delegation.

- (4) Despite any delegation under this clause, the board 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 board.
- (6) The board may, by written submission, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22 Voting and decisions

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21 (5), the board may act despite any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite and defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

23 Transaction of business outside meetings or by telephone or other means

- (1) The Board may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The Board may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Board for the purposes of:
 - (a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 – GENERAL MEETINGS

24 Annual general meetings – holding of

(1) The association must hold its first annual general meeting within 18 months after its registration under the Act.

(2) The association must hold its annual general meeting:

(a) Within six (6) months after the close of the association’s financial year, or

(c) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

(3) An annual general meeting may be held at two or more venues using any technology approved by the board that gives each of the members a reasonable opportunity to participate.

25 Annual general meetings – calling of and business at

(1) The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the board thinks fit.

(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) Confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

(b) Receipt from the board reports on the activities of the association during the last preceding financial year,

(c) Election of office-bearers of the association and ordinary board members,

(d) Receipt and consideration of any financial statement or report required to be submitted to members under the Act.

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

26 Special general meetings – calling of

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the request in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A written request by 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
 - (d) 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 request.
- (4) If the board fails to convene a special general meeting within one (1) month after that date on which a request of members for the meeting is lodged with the secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.

27 Notice

- (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 give at least 14 days written 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 before the date fixed for the holding of the general meeting
- (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, give 21 days written notice to each member specifying, in addition to the matter required under clause(1), the intention to propose the resolution as a special resolution before the date of general meeting.

- (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 rule 25 (2).
- (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.

28 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) (different from point 21 sub clause 5 which has 3 members) present in person (being members entitled under these rules 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 request 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) is to constitute a quorum.

29 Presiding members

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each meeting of the association.
- (2) If the president or vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

31 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
 - (e) If on a motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written (secret) 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 (secret) ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32 Special resolutions

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

33 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.
- (5) A nominated member of a group can vote on behalf of that group.

34 Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

35 Proxy voting

Proxy voting can only be undertaken at or in respect of an annual general meeting, or special meetings, not general meetings and only with written authorisation of that member or, in the case of a group, with written authorisation of one member of the executive committee. Proxies must be lodged with the secretary prior to the commencement of the respective meeting.

Note: Schedule I of the act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

Part 5 – MISCELLANEOUS

36 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities

37 Funds - source

- (1) The funds of the association are to be derived from sponsorship and annual subscriptions of members, donations, and subject to any resolution passed by the association in general meeting, such other sources as the board 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's account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38 Funds - management

- (1) Subject to any resolution passed by the association in any regular and special board meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the board or employees of the association, being members or employees authorised to do so by the board.

39 Change of name, objects and constitution

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 board member.

40 Custody of Records

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 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (a) this constitution,
 - (b) minutes of Board meetings and general meetings of the association,
 - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the Board, for each page copied.
- (4) The Board may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the Board considers it would be prejudicial to the interests of the association for the member to do so.

42 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.

43 Financial year

The financial year of the association is:

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

Note: Schedule 1 of the Act provides that an association’s constitution is to address the association’s financial year.

44 Not-profit

The Assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

45 Dissolution clause

In the event of the organisation being dissolved, the amount and or assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes which is not carried out for the profit or gain of its individual members. A suitable organisation will be determined by the members of the association.

* * * * *