



THE CARILLON SOCIETY OF AUSTRALIA INCORPORATED

CONSTITUTION

This constitution replaces all previous documents purporting to be instruments constituting the society and takes effect from 3 April 2025 when proposed changes to the document were approved by the Office of Fair Trading under the *Associations Incorporation Act 1984 (NSW)*.

CONTENTS

PART 1	PRELIMINARY	3
1	<i>Definitions</i>	3
PART 2	MEMBERS OF THE SOCIETY	4
2	<i>Membership generally</i>	4
3	<i>Membership applications</i>	4
4	<i>Classes of membership</i>	4
5	<i>Register of members</i>	5
6	<i>Subscriptions</i>	5
7	<i>Members' liabilities</i>	6
8	<i>Disciplinary action against members</i>	6
9	<i>Right of appeal against disciplinary action</i>	6
10	<i>Resolution of internal disputes</i>	7
11	<i>Membership entitlements not transferable</i>	7
12	<i>Member resignation</i>	7
13	<i>Cessation of membership</i>	7
PART 3	EXECUTIVE COMMITTEE	8
<i>DIVISION 1</i>	<i>CONSTITUTION</i>	8
14	<i>Functions of the executive committee</i>	8
15	<i>Composition of executive committee</i>	8
16	<i>Election of executive committee members</i>	8
17	<i>Terms of office</i>	9
18	<i>Vacancies in office</i>	9
19	<i>Secretary</i>	10
20	<i>Treasurer</i>	10
21	<i>Delegation to subcommittees</i>	10
<i>DIVISION 2</i>	<i>PROCEDURE</i>	10
22	<i>Executive committee meetings</i>	10
23	<i>Notice of executive committee meeting</i>	11
24	<i>Quorum</i>	11
25	<i>Presiding executive committee member</i>	11
26	<i>Voting</i>	12
27	<i>Acts valid despite vacancies or defects</i>	12
28	<i>Transaction of business outside meetings or by telephone or other means</i>	12
PART 4	GENERAL MEETINGS OF THE SOCIETY	12
29	<i>Annual general meetings</i>	12
30	<i>Special general meetings</i>	13
31	<i>Notice of general meeting</i>	13
32	<i>Quorum</i>	14
33	<i>Adjourned meetings</i>	14
34	<i>Presiding member</i>	14
35	<i>Voting</i>	15
36	<i>Postal, electronic or combined ballots</i>	15
37	<i>Transaction of business outside meetings or by telephone or other means</i>	15
PART 5	ADMINISTRATION	16
38	<i>Change of name, objects or constitution</i>	16
39	<i>Funds</i>	16
40	<i>Insurance</i>	16
41	<i>Non-profit status</i>	16
42	<i>Service of notices</i>	17
43	<i>Custody of records and books</i>	17
44	<i>Inspection of records and books</i>	17
45	<i>Financial year</i>	18
46	<i>Distribution of property on winding up</i>	18
PART 6	RECORD OF AMENDMENTS	19

Part 1 Preliminary

1 Definitions

In this constitution:

executive committee member means an office-bearer or ordinary executive committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means an executive committee member who is elected to an office referred to in clause 15(1)(a)(i) - (iv).

ordinary executive committee member means an executive committee member who is not an office-bearer.

public officer means the person appointed to that position by the executive committee, who shall be a financial member of the society, is over 18 years of age and who resides in the state of New South Wales.

register of members means the register of members maintained under clause 5.

returning officer means a person who is appointed by the executive committee in accordance with clause 16 to conduct the election of executive committee members

secretary, of the society, means:

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

society means the Carillon Society of Australia Incorporated

special general meeting, of the society, means a general meeting of the society other than an annual general meeting.

subcommittee means a subcommittee established under clause 21.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2022.

Note: The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.

Carillon means a musical instrument composed of tuned bronze bells which are played from a baton keyboard as defined by the World Carillon Federation. Only those carillons having at least 23 bells will be taken into consideration.

The object of the society is to advance the art, science and literature of the carillon.

The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 **Members of the society**

2 Membership generally

- (1) An individual is taken to be a member of the society if:
 - (a) the person applied to be a member under clause 3(1) and the application has been approved, or
 - (b) the person was 1 of the individuals on whose behalf an application for registration of the society was made under the Act, section 6(1)(a), or
 - (c) the person was:
 - (i) for an unincorporated body registered as the society - a member of the body immediately before the registration, or
 - (ii) for a registrable corporation registered as the society - a member of the corporation immediately before the registration, or
 - (iii) for a society that was amalgamated to form the relevant society - a member of the existing society immediately before the amalgamation.

3 Membership applications

- (1) An application by a person to be a member of the society must be:
 - (a) made in writing, and
 - (b) in the form determined by the executive committee, and
 - (c) lodged with the secretary.
- (2) The executive committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the executive committee as soon as practicable after receiving the application.
- (4) The executive committee must approve or reject the application.
- (5) As soon as practicable after the executive committee has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the executive committee, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 6 within 28 days of the day the applicant received the notice.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

4 Classes of membership

- (1) There are three classes of membership:
 - (a) individual membership,
 - (b) corporate membership, and
 - (c) life membership.
- (2) An individual is eligible for individual membership.

- (3) A corporate entity such as a library, bell foundry or government body is eligible for corporate membership.
- (4) Life membership can be awarded to an individual as determined by the executive committee and no fee is charged.

5 Register of members

- (1) The secretary must establish and maintain a register of members of the society.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (i) at the society's main premises, or
 - (ii) if the society has no premises - at the society's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the executive committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the society, or
 - (iii) other material relating to the society, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

6 Subscriptions

- (1) A member must pay to the society an annual subscription fee as determined by the executive committee:
 - (a) if the member becomes a member on or after the first day of the financial year of the society in a calendar year:
 - (i) in accordance with clause 3(5)(b), and

- (ii) before the first day of the financial year of the society in each subsequent calendar year, or
 - (b) otherwise - before the first day of the financial year of the society in each calendar year.
- (2) A discounted membership fee, at an amount determined by the executive committee, is applicable for individuals 24 years or younger on the date of payment.

7 Members' liabilities

The liability of a member of the society to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 6:

- (a) the debts and liabilities of the society,
- (b) the costs, charges and expenses of the winding up of the society.

8 Disciplinary action against members

- (1) A person may make a complaint to the executive committee that a member of the society has:
 - (a) failed to comply with a provision of this constitution, or
 - (b) willfully acted in a way prejudicial to the interests of the society.
- (2) The executive committee may refuse to deal with a complaint if the executive committee considers the complaint is trivial or vexatious.
- (3) If the executive committee decides to deal with the complaint, the executive committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the executive committee about the complaint, and
 - (c) consider any submissions made by the member.
- (4) The executive committee may, by resolution, expel the member from the society or suspend the member's membership if, after considering the complaint, the executive committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the executive committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the executive committee for taking the action, and
 - (c) the member's right of appeal under clause 9.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day the society confirms the resolution under clause 9.

9 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the executive committee under

clause 8 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the executive committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the executive committee must call a general meeting of the society to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) the executive committee must be given the opportunity to state the executive committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

10 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
 - (a) a dispute between 2 or more members of the society, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the society.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the society:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the society.

12 Member resignation

- (1) A member of the society may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the executive committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

13 Cessation of membership

A person ceases to be a member of the society if the person:

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the society, or

- (d) fails to pay the annual subscription fee payable under clause 6(1) within 3 months of the due date.

Part 3 Executive committee

Division 1 Constitution

14 Functions of the executive committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the society in general meeting, the executive committee:

- (a) is to control and manage the affairs of the society, and
- (b) may exercise all the functions that may be exercised by the society, other than a function that is required to be exercised by the society in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the society.

15 Composition of executive committee

- (1) The executive committee must have 7 members, as elected in accordance with clause 16, consisting of:
 - (a) the following office-bearers:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer, and
 - (b) at least 3 ordinary executive committee members.

Note: The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

16 Election of executive committee members

- (1) The executive committee shall appoint a returning officer who will conduct the election of executive committee members.
- (2) Any member of the society may be nominated as a candidate for election as an office-bearer or ordinary executive committee member.
- (3) The nomination must be:
 - (a) made in writing, and
 - (b) signed by at least 2 members of the society, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given to the returning officer at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (4) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected, and
 - (b) a call for further nominations must be made at the meeting.
- (5) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.

- (6) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (8) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the returning officer.

17 Terms of office

- (1) Subject to this constitution, an executive committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which an executive committee member may hold office.

18 Vacancies in office

- (1) A casual vacancy in the office of an executive committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the society, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the society under this clause, or
 - (e) is absent from 3 consecutive meetings of the executive committee without the consent of the executive committee, 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 society in general meeting may, by resolution:
 - (a) remove an executive committee member from office at any time, and
 - (b) appoint another member of the society to hold office for the balance of the executive committee member's term of office.
- (3) An executive committee 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 executive committee send a copy of the statement to each member of the society at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the executive committee 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 executive committee may appoint a member of the society to fill a casual vacancy other than a vacancy arising from the removal from office of an executive

committee member.

- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

19 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the society specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of executive committee members, and
 - (b) the names of executive committee members present at a meeting of the executive committee or a general meeting, and
 - (c) all proceedings at executive committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

20 Treasurer

The treasurer of the society must ensure—

- (a) all money owed to the society is collected, and
- (b) all payments authorised by the society are made, and
- (c) correct books and accounts are kept showing the financial affairs of the society, including full details of receipts and expenditure relating to the society's activities.

21 Delegation to subcommittees

- (1) The executive committee may:
 - (a) establish 1 or more subcommittees to assist the executive committee to exercise the executive committee's functions, and
 - (b) appoint 1 or more members of the society to be the members of the subcommittee.
- (2) The executive committee may delegate to the subcommittee the exercise of the executive committee's functions specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the executive committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2 Procedure

22 Executive committee meetings

- (1) The executive committee must meet at least 3 times in each 12-month period at the place and time determined by the executive committee.

- (2) Additional meetings of the executive committee may be called by any executive committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the associations constitution requires.

23 Notice of executive committee meeting

- (1) The secretary must give each executive committee member oral or written notice of a meeting of the executive committee at least 48 hours, or another period on which the executive committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the executive committee members present at the meeting unanimously agree is urgent business.

24 Quorum

- (1) The quorum for a meeting of the executive committee is 3 executive committee members.
- (2) No business may be transacted by the executive committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of executive committee members is less than the number required to constitute a quorum for an executive committee meeting, the executive committee members may appoint 1 or more members of the society as executive committee members to enable the quorum to be constituted.
- (6) An executive committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

25 Presiding executive committee member

- (1) The following executive committee member presides at a meeting of the executive committee:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

26 Voting

A decision supported by a majority of the votes cast at a meeting of the executive committee or a subcommittee at which a quorum is present is the decision of the executive committee or subcommittee.

27 Acts valid despite vacancies or defects

- (1) Subject to clause 24(1), the executive committee may act despite there being a casual vacancy in the office of an executive committee member.
- (2) An act done by an executive committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the executive committee or subcommittee.

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

- (1) The executive committee may transact its business by the circulation of papers, including by electronic means, among all executive committee members.
- (2) If the executive committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of executive committee members, is taken to be a decision of the executive committee made at a meeting of the executive committee.
- (3) The executive committee may transact its business at a meeting at which 1 or more executive 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 executive committee 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 executive 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 of the society

29 Annual general meetings

- (1) The society must hold the society's first annual general meeting within 18 months of the day the society was registered under the Act.
- (2) The society must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the society's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at

the place and time determined by the executive committee.

- (4) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the executive committee on the society's activities during the previous financial year,
 - (c) electing office-bearers and ordinary executive committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the society under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

30 Special general meetings

- (1) The executive committee may call a special general meeting whenever the executive committee thinks fit.
- (2) The executive committee must call a special general meeting if the executive committee receives a request made by no less than three members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the executive committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the executive committee.

31 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.

- (3) The location of the general meetings is to alternate between Bathurst, Canberra & Sydney where practical.
- (4) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 29(4).
- (5) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (6) If the secretary receives a notice under subclause (5), the secretary must specify the nature of the business in the next notice calling a general meeting.

32 Quorum

- (1) The quorum for a general meeting is 5 members of the society entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour from when the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within reasonable time an adjourned meeting commences, but there are at least 5 members present, the members present constitute a quorum.

33 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.

34 Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

35 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the member to the society.
- (2) Each member has 1 vote, except as provided by clause 34(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 37 applies - an appropriate method as determined by the executive committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the society's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

36 Postal, electronic or combined ballots

- (1) The society may hold a postal, electronic or combined ballot, as determined by the executive committee, to decide any matter other than an appeal under clause 9.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

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

- (1) The society may transact its business by the circulation of papers, including by electronic means, among all members of the society.
- (2) If the society 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 society made at a general meeting.
- (3) The society 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 society 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 society.

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

Part 5 Administration

38 Change of name, objects or constitution

- (1) An application for registration of a change in the society's name, objects or constitution made under the Act, section 10 must be made by:
 - (a) the public officer, or
 - (b) an executive committee member.
- (2) Neither the object of the society referred to in clause 1 nor these rules shall be altered except by resolution at an annual general meeting. Not less than 21 days' notice must be given in writing to each voting member of the proposed amendment.

39 Funds

- (1) Subject to a resolution passed by the society, the society's funds may be derived from the following sources only:
 - (a) the entrance fees and annual subscription fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the executive committee.
- (2) Subject to a resolution passed by the society, the society's funds and assets must be used to pursue the society's objects in the way that the executive committee determines.
- (3) As soon as practicable after receiving money, the society must:
 - (a) deposit the money, without deduction, to the credit of the society's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

40 Insurance

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

41 Non-profit status

- (1) The society must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 41(2) and 41(3).
- (2) The society must apply its income and assets solely in pursuit of the objects in clause 1.
- (3) Clauses 41(1) and 41(2) do not stop the society from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the society, or
 - (b) making a payment to a member in carrying out the society's charitable purpose(s).
- (4) This clause shall override any other clause in this constitution and shall prevail to the extent of any inconsistency.

Note: See the Act, section 40.

42 Service of notices

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

43 Custody of records and books

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

- (a) at the society's main premises, in the custody of either of the following persons, as determined by the executive committee:
 - (i) the public officer,
 - (ii) a member of the society, or
- (b) if the society has no premises - at the society's official address, in the custody of the public officer.

44 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the society at a reasonable time:
 - (a) this constitution,
 - (b) minutes of executive committee meetings and general meetings of the society,
 - (c) records, books and other documents relating to the society.
- (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 executive committee, for each page copied.
- (4) The executive committee 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 executive committee considers it would be prejudicial to the interests of the society for the member to do so.

45 Financial year

The society's financial year is:

The period commencing on the date of incorporation of the society and ending on the following 31 December, and

- (a) each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following 31 December.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

46 Distribution of property on winding up

- (1) A motion to dissolve the society must be considered by a special general meeting called specifically to deal with that motion.
- (2) Notice of such a meeting shall be given in writing to all members, including corporate members, at least 1 calendar month before the date of the meeting.
- (3) A quorum at a meeting called under subclause (1) shall be not less than 75% of the members of the society entitled to vote.
- (4) The society may be dissolved by a resolution approved by a minimum of three-quarters of the members present at that meeting.
- (5) Subject to the Act and the Regulation, in a winding up of the society, the surplus property of the society must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (6) In this clause:
surplus property has the same meaning as in the Act, section 65.

Part 6 Record of amendments

<i>Version number</i>	<i>Clause</i>	<i>Date endorsed</i>
1.0	New constitution based on the society's 2009 Constitution and the 2024 NSW Model Constitution.	3 April 2025