

**CAMPBELLTOWN
THEATRE GROUP INC.
CONSTITUTION 2019**



INDEX

PART I – PRELIMINARY

1. Name
2. Definition
3. Statement of Objectives

PART II – MEMBERSHIP

4. Membership Qualifications
5. Application for Membership
6. Cessation of Membership
7. Membership Entitlements Not transferable
8. Resignation of Membership
9. Register of Members
10. Fees and Subscriptions
11. Members' Liabilities
12. Resolution of Internal Disputes
13. Disciplining of Members
14. Right of Appeal of Disciplined Member

PART III – THE EXECUTIVE COMMITTEE

15. Powers of the Executive Committee
16. Constitution and Membership
17. Election of Members
18. Secretary
19. Treasurer
20. Casual vacancies
21. Removal of Executive Committee Member
22. Meeting and Quorum
23. Delegation by Executive Committee to Sub-Committee

- 24. Voting and Decisions
- 25. Technology and Meetings

PART IV – GENERAL MEETINGS

- 26. Meetings
- 27. Annual General Meetings – Holding of
- 28. Annual General meetings – Calling of Business
- 29. Special General Meetings – Calling of
- 30. Ordinary General Meetings – Holding of
- 31. Notice
- 32. Procedure
- 33. Presiding Member
- 34. Adjournment
- 35. Making of Decisions
- 36. Special Resolution
- 37. Voting
- 38. Proxy Voting
- 39. Postal or Electronic Ballots
- 40. Use of Technology

PART V – MISCELLANEOUS

- 41. Removal of an Executive Member
- 42. No Confidence
- 43. Insurance
- 44. Funds – Source
- 45. Funds – Management
- 46. Alterations of Objects, Rules and By Laws
- 47. Custody of Books
- 48. Inspection of Books
- 50. Service of Notices

- 51. Dissolution
- 52. Distribution of Assets in winding up an Association
- 53. Changing Name, Object and Constitution
- 54. Association is Not For Profit

CAMPBELLTOWN THEATRE GROUP INC. CONSTITUTION 2019

PART 1 – PRELIMINARY

1. NAME

The Association shall be known as:

“The Campbelltown Theatre Group Incorporated”

2. DEFINITIONS

(1) In these rules:

“**ordinary member**” as referred to in rule 16 (1) (b) means a member of the Executive Committee who is not an office bearer of the Association;

“**secretary**” means:

- (a) the person holding office under the rules as secretary of the Association;
- (b) if no such person holds that office – the public officer of the Association

“**special general meeting**” means a general meeting of the Association other than the annual general meeting or ordinary general meeting;

“**the Act**” means the Associations Incorporated Act **2009**

“**the Regulation**” means the Associations Incorporation Regulation **2016**;

“**the area**” means the Campbelltown City Council area as it exists from time to time

“**the Public Officer**” is the secretary or an appointment of a member of the Executive Committee, appointed by the Executive Committee;

“**Youth member**” means any person as so defined in the By Laws.

(2) In these rules:

- (a) a reference to a function includes a reference to a power, authority or 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 in respect to and in respect of these rules and By Laws in the same manner as those provisions would so apply if these rules and By-Laws were an instrument made under the Act.
- (4) In these rules Sub-committee means any Standing or Ad Hoc Committee established by the Rules, By-Laws or Executive Committee, and includes the Production and Casting Committees.
- (5) The means of enacting this constitution are contained in the By-Laws and this document should be read in conjunction with the By-Laws.
- (6) In any case of doubt or conflict of opinion in interpretation of:
 - (a) this constitution;
 - (b) any decision of the Executive Committee; or
 - (c) any circumstances not covered by a) or b) the Executive Committee's ruling decision shall be final.

3. STATEMENT OF OBJECTIVES

The objectives of the Association are:

- (1) To develop and present quality live theatre for the enjoyment of the public in the Campbelltown area, such that an outlet for entertainment and artistic and related skills and interests is available to all people of the Area.
- (2) To actively promote quality performance of live theatre, artistically, technically and managerially.
- (3) To support and promote the interests of live theatre and the performing arts in the Area and elsewhere.
- (4) To enhance the awareness of live theatre and the performing arts directly to the public, thorough cooperation with educational and community bodies.
- (5) To cooperate with, sponsor, or assist other organisations involved in the performing arts.
- (6) To provide a responsible management structure, including planning and decision making processes

- (7) To provide an environment that is artistically, technically and socially rewarding for members.
- (8) To engage in fund raising activities.

PART II – MEMBERSHIP

4. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Association if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act;
- (b) the person is a natural person:
 - (i) who has submitted an application for membership of the Association as provided by rule 5; and
 - (ii) has been approved for membership of the Association by the Executive Committee of the Association.

5. APPLICATION FOR MEMBERSHIP

- (1) An application for membership of the Association:
 - (a) must be made in writing (including by email or other electronic means) in the form determined by the committee, and set out in Appendix 1; and
 - (b) must be lodged with the secretary.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Executive Committee which must approve or reject the application.
- (3) If the Executive Committee determines to approve an application for membership, it must as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay (within the period of 28 days after the receipt by the applicant of acceptance) the sum payable under these rules by a member as entrance fee and annual subscription.

- (4) The Executive Committee must, on receipt of payment by the applicant of the amounts referred to in clause (3) within a period referred to in that clause, 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.

6. CESSATION OF MEMBERSHIP

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association; or
- (d) fails to pay any sum payable under these rules.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

8. RESIGNATION OF MEMBERSHIP

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from the Association by first giving to the secretary written notice of at least one month (or such period as the Executive Committee may determine) of the member's intention to resign and, on the expiration of the period notice, the member ceases to be a member.
- (3) If a member of the Association ceases to be a member under clause (2) and in every other case where a member ceases to hold membership, the Executive Committee must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. REGISTER OF MEMBERS

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email 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) 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.
- (5) Information on the register may only be used for limited purposes. This constitution allows a member to request that their information (other than the member's name) is not made available for inspection.
- (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) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10. FEES AND SUBSCRIPTIONS

- (1) A member must, on admission to membership, pay to the Association a fee of \$1, or such an amount as may be determined by the Executive Committee, from time to time.
- (2) In addition to any amount payable by the member under clause (1), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Executive Committee, that other amount:
 - (a) within one (1) month of being accepted as a member; and thereafter
 - (b) within two months of the commencement of each of the Association's financial years.

11. MEMBERS' LIABILITIES

The liability of a member for the debts and liabilities of the Association is limited to the amount, if any, of unpaid subscriptions due pursuant to rule 10.

12. RESOLUTION OF INTERNAL DISPUTES

Disputes between members, (in their capacity as members of the Association) and other members of the Association may be referred to the community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

13. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the Association that some other member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint the Executive Committee:
 - (a) must cause written notice of the complaint setting out the allegations to be served on the member concerned; and
 - (b) must give the member at least seven (7) days, from the time the notice is served, to make a submission in reply to the Executive Committee; and
 - (c) must consider any submissions made by the member in connection with the complaint.
- (3) If, after considering the complaint and any submissions made in reply to the complaint, it is satisfied that the facts alleged in the complaint have been proved, the Executive Committee may, by resolution,
 - (a) expel the member from the Association; or
 - (b) suspend the member from membership of the Association; or
 - (c) invite the members' resignation.
- (4) If the Executive Committee expels or suspends the member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member containing the reasons given by the Executive Committee for that action and the member's right of appeal under rule 14.
- (5) 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 rule 14 (4), whichever occurs first.

- (6) Where an option to resign prior to expulsion is given to a member, such member will be required to submit a written resignation to the secretary within seven (7) days of receipt of such notice, failing which the option to resign shall lapse and the Executive Committee may proceed with the expulsion of the member.
- (7) Other than the right of appeal all membership rights may be suspended at the discretion of the Executive Committee, until the matter is resolved.

14. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in Special general meetings against a resolution of the Executive Committee under rule 13 (3), within seven (7) days after the notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal. The notice must contain:
 - (a) the grounds of the appeal i.e. whether there was sufficient evidence for the finding which was made pursuant to rule 13 (3); and or
 - (b) any new grounds on which the member wishes to rely containing further facts bearing on the circumstances of the complaint or in mitigation (which may include an undertaking as to further conduct).
- (3) On receipt of a notice from a member under clause 14 (1), the secretary must notify the Executive Committee which is to convene a special general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of the Association convened under clause 14 (3):
 - (a) no business other than the question of the appeal is to be transacted; and

- (b) the Executive 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 in secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the special general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III – THE EXECUTIVE COMMITTEE

15. POWERS OF THE EXECUTIVE COMMITTEE

The committee is to be called the Executive Committee of the Association and, subject to the Act, Regulation and these rules and to any resolution passed by the Association in general meeting shall:

- (a) control and manage the affairs of the Association; and
- (b) exercise any function as may be exercised by a general meeting of the members of the Association; and
- (c) have power to perform such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (d) The Executive Committee will, subject to any express provision to the contrary herein, have final decision making powers on any issue.

16. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first members of the Executive Committee to Section 21 of the Act, the Executive Committee is to consist of:
 - (a) the office bearers of the Association; and

- (b) six (6) ordinary member, each of whom is to be elected at the annual general meeting of the Association under rule 17
- (2) The office bearers of the Association are to be:
 - (a) the President;
 - (b) the Vice Presidents (two);
 - (c) the Treasurer; and
 - (d) the Secretary.
- (3) Each position becomes vacant when the poll for that position is announced at the annual general meeting.
- (4) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold the office, subject to these rules, until the conclusion of the annual general meeting following the date of appointment.

17. ELECTION OF MEMBERS

- (1) The nomination of candidates for election as office bearers of the Association or as ordinary members of the Executive Committee:
 - (a) must be made in writing signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) must be delivered to the secretary of the Association at least seven (7) days before the date fixed for holding the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill the vacancies on the Executive Committee, the candidate 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 position or positions remaining on the Executive Committee will be taken to be casual vacancies as per rule 16 (4).
- (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 Executive Committee is to be conducted at the annual general meeting in such a manner as the Executive Committee may direct.

18. SECRETARY

- (1) The secretary must, as soon as practicable after being appointed, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all persons appointed as office bearers and members of the Executive Committee
 - (b) the names of the members of the Executive Committee present at an executive meeting or a general meeting; and
 - (c) all proceedings at Executive Committee meetings or 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 meeting

19. 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 are kept 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.

20. CASUAL VACANCIES

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the incumbent 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 law; or
 - (d) resigns office by notice in writing to the secretary; or
 - (e) is removed from office under rule 21; or
 - (f) becomes a mentally incapacitated person; or
 - (g) fails to attend two consecutive meetings without reason acceptable to the Executive Committee; or
 - (h) is directly employed by the Association; or
 - (i) if a position is not filled on the Executive Committee at the annual general meeting
- (2) No right of appeal lies in relation to matters 20 (1) (a) to (h)

21. REMOVAL OF EXECUTIVE COMMITTEE MEMBER

See Clause 41

22. MEETINGS AND QUORUM

- (1) The Executive Committee must meet at least three (3) times in each period of 12 months at such place and time as the Executive Committee may determine.

- (2) Additional meetings of the Executive Committee may be convened by the president or any other member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee must be given by the secretary to each member of the Executive Committee at least 48 hours (or such other period as may be agreed on by the members of the Executive Committee) before the time appointed for holding of the meeting.
- (4) Notice of a meeting given under clause 22 (3) must specify the general nature of the business to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum shall be a simple majority of the total number of positions of Executive members. Where a total number of positions is an uneven number this means one more than half the total number. The President or a Vice President must be present.
- (6) No business is to be transacted by the Executive 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. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the Executive Committee:
 - (a) the president, or in the president's absence a vice president, is to preside; or
 - (b) if the president or vice presidents are unwilling to act any other member of the Executive Committee may be chosen by the members present at the meeting, to preside.

23. DELEGATION BY EXECUTIVE COMMITTEE TO SUB COMMITTEE

- (1) The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than:
 - (a) this power of the delegation;
 - (b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to the sub-committee under this rule, 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 section may be made subject to such conditions or limitations as to the exercise of any function, or as to time and circumstances as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Executive Committee may continue to exercise any function so delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done by the Executive Committee.
- (6) The Executive Committee may by instrument in writing revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee are to be determined by a majority of the votes of

the members of the Executive Committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality in votes on any question, the person presiding may exercise a second casting vote.
- (3) Subject to rule 22 (5), the Executive Committee may act despite any vacancy on the Executive Committee.
- (4) Any act or thing done or suffered by the Executive Committee or sub-committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee

25. USE OF TECHNOLOGY AT MEETINGS

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART IV – GENERAL MEETINGS

26. MEETINGS

There are three (3) kinds of meetings of the Association:

- (a) annual general;
- (b) special general;
- (c) ordinary general.

27. ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) The Association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of six (6) months after the expiration of the first financial year of the Association.
- (2) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of two (2) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

28. ANNUAL GENERAL MEETING – CALLING OF ANY BUSINESS

- (1) The annual general meeting of the association is, subject to the Act and rule 27 (2), to be convened on such a date and at such a place and time as the Executive Committee 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) to confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Executive Committee reports on the activities of the Association during the last financial year;
 - (c) to elect office bearers of the Association and ordinary members of the Executive Committee;
 - (d) to receive and consider the financial statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29. SPECIAL GENERAL MEETINGS – CALLING OF

- (1) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Executive Committee must, on the requisition of not less than 20 members, not being youth 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 provide the motion(s) to be proposed; and
 - (c) must be signed by the members making the requisition; and
 - (d) must be lodged with the secretary; and
 - (e) may consist of several documents in a similar form, each signed by one or more members making the requisition.
- (4) If the Executive Committee fails to convene a special general meeting to be held within one month after a requisition of members is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held no later than three (3) months after the date the requisition was lodged with the secretary.
- (5) A special general meeting convened by a member or members as referred to in clause 29 (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expenses reasonably and necessarily incurred.
- (6) The chairman of the meeting may accept additional motions (not being motions that require a special resolution to be passed), from persons present at such a meeting, if satisfied that the additional motions genuinely relate to the motions for that meeting.

30. ORDINARY GENERAL MEETINGS – HOLDING OF

Ordinary general meetings of the Association will be scheduled on a regular basis with no less than four (4) to be held in each year following the first annual general meeting of the Association.

31. 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, 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution. (See 36)
- (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 clause 28 (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.

32. PROCEDURE

- (1) No item of business is to be transacted at a general meeting unless a quorum of members is present while the meeting is considering that item.

- (2) Twenty members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at 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 a member, 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 that day to which the meeting is to be adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time for the commencement of the meeting, the members present (being at least 12) are to constitute a quorum.
- (5) The Executive Committee will decide the content and order of business of all meetings which will be conducted in such usual and proper manner as Executive Committee may direct.

33. PRESIDING MEMBER

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

34. 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 that 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 (which may include business referred to at 28 (2)).

- (2) If a general meeting is adjourned for 14 days, 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 remaining business to be transacted at the meeting.
- (3) Except as provided in clauses 34 (1) and (2), the notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands been 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.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or at least three (3) members present at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on the matter.

36. SPECIAL RESOLUTION

A resolution of the Association is a special resolution:

- (a) if it is passed by not less than three quarters of the members of the Association eligible to vote in person at a general meeting of which at least 21 days written notice specifying the resolution as a special resolution was given in accordance with these rules: or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

37. VOTING

- (1) On any question arising at a general meeting of the Association any member entitled to vote has only one vote.
- (2) All votes must be given personally.
- (3) 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.
- (4) 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.

38. PROXY VOTING

No proxy or absentee voting may occur at any meeting.

39. POSTAL OR ELECTRONIC BALLOTS

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40. USE OF TECHNOLOGY AT GENERAL MEETINGS

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART V – MISCELLANEOUS

41. REMOVAL OF AN EXECUTIVE MEMBER

- (1) The Association in general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office and may by resolution appoint another person for the remainder of the removed member's term.
- (2) The Executive Committee member facing a proposed resolution referred to in clause 41 (1) may make representations in writing to the secretary or president and to the members of the Association, the secretary or president may send a copy of the representations in writing to the secretary or president (not exceeding a reasonable length) and request that the representations be notified to the members of the Association, the secretary or president may send a copy of the representations to each member of the Association or, if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

42. NO CONFIDENCE

- (1) Any motion of No Confidence in any committee member or office holder of the Association must be put to a General meeting or Special general meeting as a Special Resolution.
- (2) Where a No Confidence motion relates to the Executive Committee, an Administrator will be appointed by majority vote prior to any motion of No Confidence being considered.
- (3) Where a No Confidence motion, in respect of the Executive Committee:
 - (a) is not passed as Special resolution, the Administrator's appointment will cease at the conclusion of such motion;
 - (b) is carried. *All members of the Executive Committee will stand down* and the Administrator will chair the remainder of the meeting which will elect any office bearers it considers necessary to assist the Administrator until he can call an election under the rules. The Administrator and acting office bearers will conduct the day to day affairs of the Association until a new Executive Committee is appointed.
 - (c) Where a No Confidence motion is carried the Administrator will call a general meeting to elect a new Executive Committee in accordance with rule 17 of the Constitution of the Association.
- (4) If a Special resolution is passed declaring No Confidence in a committee (EXCLUDING the Executive Committee), or office holder at any meeting, the:
 - (a) persons comprising such committee will immediately stand down from such committee;
 - (b) the person holding office will immediately resign from such office;
 - (c) elections to fill such vacancies shall take place at the discretion of the Executive Committee.

43. INSURANCE

- (1) The Association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause 43 (1), the Association may effect and maintain such other insurance as the Executive Committee may deem necessary.

44. FUNDS – SOURCE

- (1) The funds of the Association are to be derived from entrance fees, annual subscriptions of members, donations and such other sources as the Executive Committee may decide.
- (2) All money received by the Association must be receipted and deposited as soon as practicable, without deduction to the credit of the Association's bank account.

45. FUNDS – MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used to further the objects of the Association in such manner as the Executive Committee determines.
- (2) All cheques, except as contained in clause 45 (3), drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the president, secretary or treasurer of the Executive Committee.
- (3) Another Executive Committee member may be similarly authorised by a general meeting of the Association, or by appointment of the Executive Committee, during absence or vacancy of the position of the usual signatory.
- (4) The Executive Committee will operate a bank account and keep an account book which will be reconciled each month to the bank account.
- (5) Cheques are to be signed by any two of the Executive Committee members as in clause 45 (2) or (3).

46. ALTERATIONS OF OBJECTS, RULES AND BY LAWS

- (1) The statement of objects and these rules and By Laws may be altered, rescinded or added to only by a special resolution of the Association.
- (2) Any alteration is to be proposed by an adult member of the Association and supported by not less than five (5) other adult members of the Association.

47. CUSTODY OF BOOKS

Except as otherwise provided by these rules, 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.

48. INSPECTION OF BOOKS

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

49. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Association on any member:
 - (a) by delivering it to the member personally, or
 - b) by sending it by pre-paid post to the address of the member, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member 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.

50. DISSOLUTION

- (1) The Association shall be dissolved in the event of the membership of the Association being less than ten (10) persons or by special resolution
- (2) Upon a special resolution being passed in accordance with clause 36 (a) the assets or property available after satisfying all debts and liabilities of the Association shall, upon a decision of the members of the Association, be handed over to some other organisation having objects similar to the objects of the Association which prohibits the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under these rules. However, in making the distribution the Association must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

51. DISTRIBUTION OF ASSETS IN WINDING UP AN ASSOCIATION

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

52. CHANGE OF NAME, OBJECTS AND CONSTITUTION

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

53. ASSOCIATION IS NOT FOR PROFIT

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.