

MUDGEES REGION TOURISM INCORPORATED
CONSTITUTION

PART I - PRELIMINARY

I. CONSTITUTION TITLE

The name of the association is the Mudgee Region Tourism Incorporated and hereinafter shall be referred to as MRTI.

2. Interpretation

2.1. The Mudgee Region (the “Region”), in the context of this Constitution, shall mean the geographical area that encompasses the towns of Mudgee, Rylstone, Kandos, Gulgong and small villages within the Mid-Western regional area.

2.2. This Constitution shall be interpreted in accordance with the Associations Incorporation Act 2009 (the “Act”).

2.3. The provisions of the *Interpretation Act 1987* apply to and in respect of these clauses in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2.4. In these rules:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.5. Headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.6. From time to time is a power, an authority or a discretion reposed in the members of

the Board that may be exercised at any time and from time to time.

3. Definitions

Association means MRTI.

Board means the Board of Directors of MRTI or such of them as have authority to act for the association and as constituted under this Constitution.

Constitution means this Constitution and all supplementary, substituted or amending Constitutions, and all schedules and addendums for the time being in force.

Council means the Mid-Western Regional Council and shall be referred to as MWRC.

Council observers means persons without voting rights and appointed by MWRC.

Director means a voting director as appointed for the time being of the association.

Director-General means the Director-General of the Department of Fair Trading.

Director Selection Board Sub-Committee means a panel of at least three current board members, who are not eligible for nomination, the Council General Manager and a Council HR Representative.

Interim Board means those persons who are appointed as directors on the date of adoption of this Constitution to ensure a smooth transition to a skills-based Board.

Public Officer means the person who is for the time being the public officer of the association and the secretary.

Register means the Register of Members kept by the association under the Act.

Seal means, if the association has one, the common seal of the association.

Secretary means:

- a. a person appointed as a secretary of the association from time to time and where appropriate includes an acting secretary, and
- b. the public officer of the association.

Skills-based director means a voting member of the Board, recommended to the Board for

election by the Director Selection Board Sub-Committee.

Special general meeting means a general meeting of the association other than an annual general meeting.

The Act means the *Associations Incorporation Act 1984*.

The Regulation means the *Associations Incorporation Regulation 1999*.

Transition period means the period commencing on the adoption of this Constitution and ending at the start of a special general meeting or annual general meeting for the election of the initial skills-based Board.

4. Constitutional Objects

The objects of MRTI are to:

- a) Work with its members to be the leading tourism organization for the region.
- b) Maintain the Region's status as a prime destination in NSW.
- c) Deliver an unforgettable experience for our customers.
- d) Deliver consistent and exceptional services to enable economic development in the Region while also maintaining the cultural integrity of the Region.

5. Distribution and Use of Income

5.1. The property and income of the association, however derived, shall be applied solely towards the promotion of the objects of the association as set forth in this Constitution, and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to the members of the association, or to any related entities of the member provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the association, or to any member of the association, in return for any services actually rendered to the association in the promotion of the objects contained herein.

5.2. Mudgee Region Tourism is non for profit. The assets and income of the association shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

5.3. In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

PART 2 - MEMBERSHIP

6. Membership Qualifications

6.1. Subject to this Constitution and any determinations of the Board, any person, body, or organization is qualified to be a member of the association if, and only if:

- a) an application for membership has been made as provided by clause 6.2, and
- b) has been approved for membership of the association by the Board.

6.2. Application for membership

A person, body or organization seeking to apply for membership of the association:

- a) must lodge an application in writing in the proper form as determined by the Board from time to time with the secretary of the association.
- b) as soon as practicable after receiving an application for membership, the secretary must refer the application to the Board which is to determine upon the admission or rejection of the applicant. At no time is the association or the Board required to give any reason for the way in which the Board deals with such an application.

- c) as soon as practicable after the Board makes that determination, the secretary shall send to the applicant written notice of acceptance or rejection.
- d) Where an applicant has been accepted, the applicant must pay the joining and annual subscription fee within 30 days after receipt of written notice of acceptance.
- e) The secretary must, on payment by the applicant of the amounts referred to in sub-clause (d) herein within the period referred to in that provision, enter the applicant's name in the register and, on the name being so entered, the applicant becomes a member of the association, subject to this Constitution, and shall remain a member until removed in accordance with this Constitution.

7. Cessation of membership

7.1. A person ceases to be a member of the association if the member:

- a) in the case of a member being an individual person dies or becomes mentally ill, or
- b) immediately upon the expiry of a notice of resignation, or
- c) is expelled from the association in accordance with clause 14, or
- d) in the case of a member being a body or organization becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- e) fails to pay the annual membership subscription as provided for under clause 11.

8. Membership entitlements not transferable

8.1. A right, privilege or obligation which a person, body or organisation has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person, body or organisation, and
- b) terminates on cessation of the member's membership.

9. Resignation of membership

9.1. A member of the association is not entitled to resign that membership except in accordance with this clause.

9.2. 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 membership of the association by first giving to the secretary written notice of seven (7) days (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.

9.3. If a member of the association ceases to be a member under clause 9.2, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register recording the date on which the member ceased to be a member.

10. Register of members

10.1. A Register of Members of the association must be established and kept by the public officer of the association in accordance with the Act.

10.2. The following detail must be entered in the Register in respect of each member:

- a) the member's full name, date of birth, and residential address and/or business address, as applicable.
- b) any applicable ACN, ABN, or ARBN.
- c) the street, postal and email addresses, and telephone and facsimile numbers, as applicable.
- d) admission to and cessation of membership.
- e) such other particulars as may be prescribed by the regulations.

10.3. The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

10.4. 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.

11. Fees and subscriptions

11.1. A member of the association must, on admission to membership, pay to the association a joining fee as determined by the Board from time to time.

11.2. In addition to any amount payable by the member under clause 11.1, a member of the association must pay to the association an annual subscription as determined by the Board from time to time: if some other amount is determined by the Board, that other amount:

- 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.

12. Members' liabilities

12.1. The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13. Resolution of internal disputes

13.1. Disputes between members (in their capacity as members) of the association,

and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

13.2. At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

13.3. 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.

13.4. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. Disciplining of members

14.1. A complaint may be made to the Board by any person that a member of the association:

- a) has persistently refused or neglected to observe or comply with a provision or provisions of this Constitution, or
- b) has persistently and willfully acted in a manner prejudicial to the interests of the association.

14.2. On receiving such a complaint, the Board;

- a) must cause notice of the complaint to be served by registered post on the member concerned, and
- b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
- c) must take into consideration any submissions made by the member in connection

with the complaint.

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

14.4. 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

14.5. 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 by registered post 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 15.

14.6. 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 15.5 whichever is the later.

15. Right of appeal of disciplined member

15.1. A member may appeal to the association in general meeting against a resolution of the Board under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

15.2. 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.

15.3. On receipt of a notice from a member under clause 15.1 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.

15.4. At a general meeting of the association convened under clause 15.3:

- a) no business other than the question of the appeal is to be transacted, and
- b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15.5. If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15.6. The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3 THE BOARD

16. Role and Powers of the Board

16.1. The Board shall be called the Board of Management of MRTI and, subject to the Act, the Regulations and this Constitution and to any resolution passed by the

Board in a general meeting:

- a) has power to perform all such acts and do all such things as appear to the Board to be necessary or expedient or convenient for the proper conduct, control and management of the association.
- 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) may establish separate membership classifications and may determine the qualification for membership of each such classification and the rights, privileges and obligations of each such membership classification provided that membership of such class will not entitle the member to more than one vote at any general meeting of the association, subject to approval by the members, and
- d) has the power from time to time to make and alter and to repeal all or any such by-laws and regulations as they may deem necessary or expedient or convenient for the proper conduct, control and management of the association.
- e) must adopt such means as it deems sufficient to bring to the notice of members all such amendments and repeals to this Constitution, By-Laws or regulations.

17. Composition of the Board

- 17.1. The association shall have a Board of eight (8) directors, including one (1) elected Councilor representative from the Mid Western Regional Council and each director shall be appointed in accordance with this Constitution and each must be a

member and natural person.

17.2. The association may, by special resolution of its voting members at a general meeting, increase or reduce the maximum or minimum number of directors and may also, by ordinary resolution, determine in what rotation the increased or reduced number is to go out of office.

17.3. The Board shall comprise the following office-bearers of the association:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer, and
- (d) the secretary.

17.4. A Board member may hold up to 2 offices (other than both the president and vice-president offices).

17.5. Unless otherwise removed under this Constitution or until the director's office is vacated under this Constitution, each director shall hold office (without re-election) until the conclusion of the third annual general meeting, or three years, whichever is the longer, from the first election by members, but is eligible for reelection in accordance with Clause 19 herein.

17.6. Nothing in this Constitution prevents the Board from inviting up to two (2) representatives of MWRC to be observers at any meeting of the Board. Any person invited to be an observer shall not have a right to vote at any meeting of the Board.

18. Requirement for Interim Board of Directors

- 18.1. On the date of adoption of this Constitution the existing Board of directors shall be an Interim Board of Directors during the transition period of MRTI to ensure a smooth transition for the incoming skills-based directors.
- 18.2. Interim Board is to consist of 7 members.
- 18.3. An interim member who, immediately before the end of the transition period, holds the position representing the Mudgee Business Association, Gulgong Chamber of Commerce and Cudgegong Business Group, by reason of this clause, shall automatically become a director on the skills-based Board and shall only hold office until the next annual general meeting when that person shall retire, but shall be eligible for re-election in accordance with Clause 19.
- 18.4. An interim director, who immediately before the end of the transition period, that does not hold a position representing Mudgee Business Association, Gulgong Chamber of Commerce and Cudgegong Business Association shall retire and cease to hold office upon the skills-based directors' appointments.

19. Election of Skills-Based Directors

- 19.1. The Board must confirm vacancies and form a Director Selection Board Sub-Committee.
- 19.2. The Director Selection Board Sub-Committee will complete an existing Board skills audit, identify gaps, develop a person description, assemble a recruitment information package.
- 19.3. Council General Manager and Council HR Representative to advertise vacancies, screen and short list candidates for consultation with other members of Director Selection Board Sub-Committee.

- 19.4. An interview panel including a representative from the Director Selection Board Sub-Committee, the Council General Manager and Council HR Representative, to conduct shortlisted candidate interviews and due diligence reference checks.
- 19.5. The Director Selection Board Sub-Committee to present candidate recommendations to the Board for endorsement.
- 19.6. The Board must formally move as an ordinary resolution at the next annual general meeting a resolution nominating the person/s for election as a skills-based director/s.
- 19.7. A person cannot be elected or appointed as a Director by a vote taken at an annual general meeting unless the Board nominates that person after the Director Selection Board Sub-Committee has recommended that selection to the Board.
- 19.8. If insufficient skills-based director selections are received, any vacant skills-based director positions remaining on the Board are taken to be casual vacancies.

20. Election of Office Bearers

- 20.1. The ballot for the election of office-bearers is to be conducted at a board meeting immediately after, or within 72 hours of, the annual general meeting in such usual and proper manner as the Board may direct, and includes but is not limited to the following rules:
- a) The chairperson for the board meeting will be a person as determined by the directors present;
 - b) Any director may nominate for election to more than one position but may only hold one position;
 - c) If there is only one nomination for a particular position then the person nominated shall be deemed to be elected to that position.

21. Qualifications of Skills-Based Directors

22.1. The Director Selection Board Sub-Committee must endeavour to ensure that after the election of those persons to the Board, those persons will collectively possess the knowledge, skills and experience in the following fields:

- a) Corporate Governance.
- b) Business and Financial Management in the private and/or not-for-profit sectors.
- c) Technology, particularly in respect of regional tourism.
- d) Marketing and promotion.
- e) Regional Economic and Tourism Development.
- f) MRTI's Strategic Plan.
- g) Local Community Tourism, including sporting and cultural activities.
- h) Legal background and experience.
- i) Possess advantageous connections in the tourism industry, media or other fields that may benefit the organisation.

22. Secretary

22.1. 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.

22.2. It is the duty of the secretary to keep minutes of:

- a) all appointments of office-bearers and members of the Board,
- b) the names of members of the Board present at a Board meeting or a general meeting, and
- c) all proceedings at Board meetings and general meetings.

22.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

23. Treasurer

23.1. It is the duty of the treasurer of the association to ensure:

- a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

24. Casual vacancies

24.1. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association who meets the skills-based criteria under clause 22.1 to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the next annual general meeting following the date of appointment.

24.2. For the purposes of these clauses, a casual vacancy in the office of a member of the Board occurs if the member:

- a) dies, or
- b) ceases to be a member of the association, or
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- d) resigns office by notice in writing given to the secretary, or
- e) is removed from office under clause 26, or

- f) becomes a mentally incapacitated person, or
- g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty or conviction is imprisonments for not less than 3 months, or
- h) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.
- i) is prohibited from being a director or a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporation Act 2001* of the Commonwealth.

25. Removal of Director

25.1. The association in general meeting may by resolution remove any director of the Board from the office of member before the expiration of the director's term of office and may by resolution appoint another person in accordance with clause 25.1 to hold office until the expiration of the term of office of the member so removed.

25.2. If a member of the Board to whom a proposed resolution referred to in clause 26.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. Meetings and quorum

- 26.1. The Board must meet at least 6 times in each period of 12 months at such place and time as the Board may determine.
- 26.2. Additional meetings of the Board may be convened by the president or by any member of the Board.
- 26.3. 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.
- 26.4. Notice of a meeting given under clause 27.3 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.
- 26.5. Any 5 directors constitute a quorum for the transaction of the business of a meeting of the Board. Any motion must be determined by a majority of votes of 4:1 or more for the motion to be carried.
- 26.6. 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.
- 26.7. 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.
- 26.8. At a meeting of the Board:
 - a) the president or, in the president's absence, the vice-president is to preside, or

- b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

27. Delegation by Board to sub-committee

27.1. The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) under this clause the exercise of such of the functions of the Board as are specified in the instrument, 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.

27.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

27.3. 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 or circumstances, as may be specified in the instrument of delegation.

27.4. Despite any delegation under this clause, the Board may continue to exercise any function delegated.

27.5. 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.

27.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

27.7. A sub-committee may meet and adjourn as it thinks proper.

28. Voting and decisions

28.1. 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.

28.2. 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.

28.3. Subject to clause 27.5, the Board may act despite any vacancy on the Board.

28.4. 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 any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART 4- GENERAL MEETINGS

29. Annual general meetings--holding of

29.1. The association must hold an annual general meeting within the period of:

- a) 6 months after the close of the association's financial year, or
- b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

30. Annual general meetings--calling of and business at

30.1. The annual general meeting of the association is, subject to the Act and to

clause 29, to be convened on such date and at such place and time as the Board thinks fit.

30.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- b) to receive from the Board reports on the activities of the association during the last preceding financial year,
- c) election of members of the Board,
- d) to receive and consider the statement which is required to be submitted to members under the Act.

30.3. An annual general meeting must be specified as such in the notice convening it.

31. Special general meetings--calling of

31.1. The Board may, whenever it thinks fit, convene a special general meeting of the association.

31.2. The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

31.3. A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the secretary, and
- (d) may consist of several documents in a similar form, each signed by one or

more of the members making the requisition.

31.4. If the Board fails to convene a special general meeting to be held within 14 days after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

31.5. A special general meeting convened by a member or members as referred to in clause 32.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

32. Notice

32.1. 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:

- a) the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, and
- b) if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting.

32.2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be

given to each member specifying, in addition to the matter required under clause 33.1, the intention to propose the resolution as a special resolution.

32.3. 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 31.2.

32.4. 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.

32.5. The non-receipt of notice of a general meeting or cancellation or adjournment of a general meeting by, or the accidental omission to give notice, of any general meeting to a person entitled to receive notice does not invalidate a resolution passed at a general meeting or at an adjourned meeting.

33. Quorum for general meetings

33.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

33.2. 10 percent of members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

33.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- a) if convened on the requisition of members, is to be dissolved, and
- b) in any other case, is to stand adjourned to the same day in the

following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

33.4. 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 10%) are to constitute a quorum. If this meeting is also unsuccessful, the issue reverts to the board for resolution.

34. Presiding member

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

34.2. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

35. Adjournment

35.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

35.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be

transacted at the meeting.

- 35.3. Except as provided in clauses 36.1 and 36.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. Making of decisions

- 36.1. 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 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.

- 36.2. At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person at the meeting.

- 36.3. 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 that matter.

37. Voting on special resolutions

- 37.1. A resolution of the association is a special resolution:
- a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this Constitution to do

so, voting in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or

- b) where it is made to appear to the Director-General 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 Director-General.

38. Voting

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

38.2. All votes must be given in person or by the nominated representative of the member organization.

38.3. 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.

38.4. 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, other than the amount of the annual subscription payable in respect of the then current year.

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

39. Proxy votes not permitted

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

40. Postal Ballots not permitted

- 40.1. Postal ballots must not to be taken to determine any issue or proposal.

PART 5 - MISCELLANEOUS

41. Insurance

- 41.1. The association may effect and maintain insurance.

42. Funds--source

- 42.1. The funds of the association are to be derived from joining fees 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.
- 42.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 42.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43. Funds--management

- 43.1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- 43.2.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

44. Alteration of name, objects and Constitution

- 44.1. The name of the association, statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the association.
- 44.2. An application to the Director-General for registration of of 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 director.

45. Common seal

45.1. The association need not have a seal. If the association has a Seal, the Public Officer must provide for the safe custody of the Seal.

45.2. If the association has a seal, the Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and the public officer or secretary.

45.3. The association may execute a document without the use of a Seal if the document is attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

46. Custody of books

46.1. Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

47. Inspection of books

47.1. The records, books and other financial documents, this constitution, minutes of all board meetings and general meetings of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour, at the principal place of business. The books should not be removed from the principal place of business without the express permission of the board.

47.2. A member of the association may obtain a copy of any part of the records,

books and other documents of the association on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

47.3. A member of the association must not use the information obtained dishonestly, with the intention of directly or indirectly causing detriment or harm to the association or a member and any member who uses the information obtained dishonestly shall be expelled from the association.

48. Service of notices

48.1. For the purpose of this Constitution, a notice may be served on or given to a person:

- 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 or email transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

48.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- 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 or email transmission or some other form of electronic transmission, on the date it was sent or, if

the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

49. Financial year

49.1. The financial year of the association is:

- 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.