



Family Day Care Educators Association NSW Inc

CONSTITUTION

(November 2014)

**Under the Associations Incorporation Act 2009
Incorporated 25 January 1995**

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Preliminary

1. Definitions

In this Constitution unless the contrary intention appears:

Association means Family Day Care Educators Association NSW Inc. being an Incorporated Association established under the Associations Incorporation Act 2009

Authorised signatory means a person under section 36 of the Act as an Authorised Signatory for the Association, and includes the Associations Public Officer.

Committee means all or some of the members of the committee acting as the Executive Committee.

Corporations Act means the Corporations Act 2001 (Commonwealth)

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

General meeting means a meeting of the Association other than the Annual General Meeting (AGM).

Public Officer means the person appointed under clause 21

Secretary means the person holding office under this Constitution as secretary of the Association, or if no such person holds that office – the public officer of the Association.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2010.

2. Interpretation

In this Constitution unless the contrary appears:

- a) words importing any gender include all other genders,
- b) The singular includes the plural and vice versa,
- c) Reference to a law or a provision of a law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them, whether by the State or the Commonwealth of Australia or otherwise.
- d) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electrical communication or form or otherwise
- e) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the *Act*

3 Headings

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

Part 1: Name and Objects

1.1 Name:

The name of the Association shall be: FAMILY DAY CARE EDUCATORS ASSOCIATION NSW Incorporated herein referred to as FAMILY DAY CARE EDUCATORS NSW Inc

1.2 Objectives:

- (i) To promote Family Day Care as a quality childcare service
- (ii) To inform and support educators in their endeavour to provide quality childcare
- (iii) To develop a network of communication between Family Day Care educators in NSW
- (iv) To promote co-operation and communication between; educators, staff of co-ordination units, sponsors and parents.
- (v) To liaise with government and non-government agencies
- (vi) To provide a forum for the views of educators

Part 2: Membership

2.1. Membership categories

(i) Ordinary Membership:

- (a) Is open to educators currently registered in Family Day Care schemes in NSW
- (b) Applications for Ordinary Membership shall be in writing and will become valid on receipt of payment of annual subscription
- (c) Ordinary members have voting rights
- (d) Ordinary members are entitled to:
 - Receive notices of general meetings and the Annual General Meeting
 - Receive financial reports and statements of the Association
 - Attend all general meetings of members including the Annual General Meeting
 - Be counted towards a quorum a members present at general meetings including the Annual General Meeting
 - Nominate or be nominated to the Executive Committee
 - Appoint a proxy to vote at general meetings including the Annual General Meeting
 - Receive the Association Newsletter
 - Contact the Association for support and information or clarification on matters related to their work

(ii) Affiliate Membership:

- (a) Is open to In Home Care educators currently registered with Family Day Care Schemes in NSW
- (b) Is open to FDC educators currently registered in Family Day Care Schemes in other Australian State/Territories
- (c) Is open to former members of the Association who are no longer FDC educators
- (d) Applications for Affiliate Membership shall be in writing and will become valid upon receipt of payment of annual subscription
- (e) Affiliate members do not have voting rights
- (f) Affiliate members are entitled to:
 - Receive notices of general meetings and the Annual General Meeting
 - Attend all general meetings of members including the Annual General Meeting
 - Receive financial reports and statements of the Association
 - Receive the Association Newsletter
 - Contact the Association for support and information or clarification on matters related to their work

(iii) Associate Membership:

- (a) Is open to any Individual who is not a registered educator, interested in the objectives of The Association

- (b) Is open to any Registered Family Day Care Scheme
- (c) Applications for Associate Membership shall be in writing and must be approved by the Executive of the Association
- (d) Associate members do not have voting rights
- (e) Associate members are entitled to:
 - Receive notices of general meetings and the Annual General Meeting
 - Attend all general meetings of members including the Annual General Meeting
 - Receive the Association Newsletter

(iv) Honorary Membership:

- (a) Is granted to persons who contribute expertise or extra-ordinary service to the Association
- (b) Nominations for honorary membership must be in writing, proposed and seconded by financial members of the Association and approved at an Annual General Meeting
- (c) Honorary Membership is for a period of three (3) years
- (d) Honorary Members do not have voting rights
- (e) Honorary members are entitled to:
 - Receive notices of general meetings and the Annual General Meeting
 - Attend all general meetings and the AGM
 - Receive the Association Newsletter

(v) Life Membership:

- (a) Is granted to persons who have contributed expertise and extra-ordinary service to the Association for a period of ten (10) years or more, and who, in the opinion of the Executive Committee, is deserving of greater recognition than Honorary Membership
- (b) Nominations for Life membership must be in writing, proposed and seconded by financial members of the Association and sent to the Secretary at least twenty-one (21) days prior to the Annual General Meeting. The nomination shall be confirmed by a three/fourths majority of members voting at the Annual General Meeting.
- (c) Life Members will retain full membership benefits of the Association for that period of time in which they meet all other Constitutional requirements for full members of the Association, except the requirement to be financial. Full membership benefits will cease when the Life Member ceases to meet full membership requirements under the Constitution.
- (d) Life members who are not full members of the Association are entitled to:
 - Receive notices of general meetings and the Annual General Meeting
 - Attend all general meetings and the AGM
 - Receive the Association Newsletter
 - Annual Conference Registration Costs
 - Attend the AGM and have voting rights, but not extended to being considered or stand for a committee position unless invited by members from the floor.
- (e) In the event of any of the following positions not being filled (President, Secretary, Treasurer, Assistant Treasurer and Publicity Officer), Life Members will be invited to exert Executive Committee Rights.

2.2 Nomination for membership

- (i) A nomination for membership of the association must be:
 - (a) writing and signed by the nominee
 - (b) in such form as the Committee from time to time prescribe
 - (c) lodged with the treasurer of the association
- (ii) As soon as practicable after receiving a nomination for membership, the treasurer must confirm the membership application and issue the nominee with a receipt, a membership card and a copy of the constitution

- (iii) The treasurer must enter or cause to be entered the nominee's name in the register of members and on being so entered, the nominee becomes a member of the association

2.3 Cessation of membership

(i) Full, Affiliate or Associate Membership ceases if the member:

- (a) resigns
- (b) is expelled from the Association by majority vote at a General Meeting
- (c) fails to pay the annual membership fee under clause 2.6 within 3 months after the fee is due
- (d) dies

(ii) Honorary Membership is terminated if the Honorary member:

- (a) has completed three (3) years
- (b) is expelled
- (c) resigns
- (d) dies

(iii) Resignation of Membership:

- (a) resignation of membership shall be in writing to the Treasurer
- (b) if a member of the association ceases to be a member under the above sub clause (a), and in every other case when a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member

2.4 Membership entitlements not transferrable

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

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

2.5 Register of members

- (i) A register of Full, Affiliate, Associate, Honorary and Life members will be maintained by the Public Officer showing name, address, date of membership and membership number
- (ii) The register of members must be kept in New South Wales at the association's official address
- (iii) The register of members must be open for inspection
- (iv) 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
- (v) 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 Regulation

2.6 Fees and subscriptions:

- (i) All members, other than Life members and honorary members, shall be financial prior to each Annual General Meeting
- (ii) Membership fees shall be determined at the Annual General Meeting
- (iii) Renewal of membership shall fall due annually, payable on the anniversary of the date of joining the Association

2.7 Members liabilities

The liability of a Member of the Association to contribute towards the payment of 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 under Clause 2.6

2.8 Resolution of disputes

Where there is a dispute, grievance or other disagreement between a Member and the Association, whether arising out of the application of these rules or otherwise (“Dispute”), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (i) The Member and the Association must in the period fourteen days from the service of the notice of the Dispute (“Initial Period”) use their best endeavours to resolve the Dispute.
- (ii) If the Association and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Association.
- (iii) If the disputants are unable to agree on a mediator within seven days of the Initial Period, the Member or the Association may request that the President of LEADR – Association of Dispute Resolvers (or if this organisation ceases to exist, a similar body) to nominate a mediator to whom the dispute will be referred.
- (iv) The costs of the mediation will be shared equally between the Member and the Association.
- (v) Where:
 - (a) The party receiving the notice of the Dispute fails to attend the mediation required by clause 7.1b), or
 - (b) The mediation has not occurred within six weeks of the date of the notice of the Dispute, or
 - (c) The mediation fails to resolve the Dispute,

then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.

- (vi) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory.
- (vii) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (viii) The *Commercial Arbitration Act 1984* applies to any disputes referred to arbitration.

2.9 Disciplining of members

- (i) Where the Committee is of the opinion that a member of the Association has:
 - (a) refused or neglected to comply with the provisions of this constitution, or
 - (b) wilfully acted in a manner prejudicial to the interest of the Association
- (ii) The Committee may refuse to deal with a complaint it is considers the complaint to be trivial or vexatious
- (iii) if the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint
- (iv) The committee may, by resolution:
 - (a) expel the member from the Association or
 - (b) suspend the Member from membership of the Association for a specified period
- (v) Allowing the member sufficient time to appeal the decision, the Executive Committee may confirm or revoke the decision at the next Executive meeting

- (vi) As soon as is practicable, the Secretary shall inform the Member, in writing, of the Committee's decision, informing of the right of appeal against the decision and the time limit for appeal set by the Executive Committee
- (vii) The matter shall be heard at the next Committee Meeting at which the member has the right of appeal either in person or in writing. At this meeting, the Committee shall:
 - (a) Give the Member the opportunity to address the meeting
 - (b) Give due consideration to any written representation submitted by the Member at or prior to the meeting
 - (c) Determine by resolution whether to confirm or revoke the resolution.
- (ii) If the Executive Committee confirms the resolution the Secretary shall, within seven (7) days inform the Member of the fact and advise of the Member's right of appeal at a General Meeting. The resolution does not take effect until the expiration of the time under Rule 9 for the Member to exercise this right of appeal.

2.10 Right of appeal of disciplined member

- (i) A member may appeal to the association in general meeting against a resolution of the Committee by lodging with the Secretary a notice to this effect within seven (7) days in receipt of notice of expulsion or suspension from the association
- (ii) 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
- (iii) On receipt of such notice the Secretary shall inform the Committee, which is to convene a general meeting of the Association within 28 days of receipt of the notice by the Secretary
- (iv) At the general meeting convened under this clause
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The committee and the member shall be given the opportunity to state their respective cases orally or in writing or both, and
 - (c) The members present shall vote by secret ballot on the question of whether the resolution shall be confirmed or revoked.
- (v) The appeal is to be determined by a simple majority of votes cast by members of the association

Part 3 The Committee – Executive

3.1 Powers of the committee

The Association shall have a Committee which subject to the *Act*, the *Regulation* and this Constitution and any resolution passed by the Association in general meeting:

- (a) is to control and manage the affairs 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;
- (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the Association.

3.2 Composition and membership of the committee

The committee shall consist of:

- (i) The President
- (ii) The Secretary
- (iii) The Treasurer
- (iv) The Assistant Treasurer
- (v) The Publicity Officer
- (vi) The Conference Convener/Fundraising Officer

- (vii) Up to six (6) Ordinary Members
- (viii) The Regional Representatives

At committee Meetings a quorum shall be five (5) members of whom at least two (2) shall be office bearers.

- (i) **THE PRESIDENT:**
The President shall:
 - (a) convene and chair meetings
 - (b) act as Association spokesperson
 - (c) ensure that correspondence is dealt with
 - (d) prepare a president's report for each meeting
 - (e) nominate another member of the Executive Committee to act on his/her behalf when required
- (ii) **THE SECRETARY:**
The Secretary shall:
 - (a) maintain minutes as a true and correct record of meetings in a minute book
 - (b) receive, report and respond to correspondence according to the Executive's instructions
 - (c) prepare and distribute meeting agendas
- (iii) **THE TREASURER:**
The Treasurer shall:
 - (a) receive and bank all of the Association's moneys
 - (b) ensure that all payments authorized by the association are made
 - (c) ensure 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 association
 - (d) prepare a financial statement for each of the Association's meetings
 - (e) issue renewal notices
 - (f) provide sticky labels to the Publicity Officer
 - (g) present account books for inspection when requested
 - (h) be a signatory to Association accounts
 - (i) prepare a draft annual budget in consultation with the Executive for presentation at the Annual General Meeting
- (iv) **THE ASSISTANT TREASURER:**
The Assistant Treasurer shall:
 - (a) assist the Treasurer as required
 - (b) act for the Treasurer as required
- (v) **THE PUBLICITY OFFICER:**
The Publicity Officer shall:
 - (a) prepare and distribute quarterly newsletter
 - (b) seek advertising and publicity for the Association
- (vi) **THE CONFERENCE CONVENOR/FUNDRAISING OFFICER:**
The Conference Convener/Fundraising Officer shall:
 - (a) plan and organise all Association Conferences, Training Days and Seminars
 - (b) co-opt a sub-committee to assist whenever necessary, such sub-committee to consist of persons interested in the affairs of the Association and approved by the Executive Committee
 - (c) organise fundraising activities at the direction of the Executive, including acquiring prizes, collecting and banking moneys from fundraising activities if required and notifying winners
 - (d) prepare a financial statement for each of the Association's meetings
 - (e) may be a signatory to Association Fundraising Accounts
- (vii) **THE SIX COMMITTEE MEMBERS:**
Up to six (6) Committee Members shall:

- (a) represent financial members, with three (3) elected from country schemes and three (3) elected from city schemes
 - (b) assist the office bearers to conduct the business of the Association
- (viii) REGIONAL REPRESENTATIVES:
Regional Representatives shall:
- (a) report on business of a regional nature
 - (b) assist the office bearers to conduct the business of the Association

3.3 Election of committee members

- (i) A person nominated for election to the committee must be a financial ordinary member of the Association
- (ii) Nominations for election to the committee must:
 - (a) be proposed by a financial ordinary member,
 - (b) seconded by a financial ordinary member,
 - (c) be accompanied by the written consent of the nominee in a form prescribed by the committee
 - (d) be delivered to the Secretary of the Association by close of business seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place
- (iii) each member of the Committee shall hold office for two (2) years until the conclusion of the Annual General Meeting following the date of AGM at which they were election
- (iv) committee members are eligible for re-election, but may only hold the same position for a maximum of four (4) consecutive terms
- (v) each member can only hold one office bearing position at any one time
- (vi) in the event of a tied vote, the position shall be determined by a draw from written votes by the returning officer.
- (vii) Nominees for the committee shall be declared elected only if approved by the majority of members, or members proxies (subject to clause 4.10) present and entitled to vote at the Annual General Meeting
- (viii) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. Before the ballot each nominee will be asked to present a personal profile.
- (ix) Ballot for the election of committee members is to be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct
- (x) If insufficient nominations are received, nominations will be called from the floor at the Annual General Meeting
- (xi) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies
- (xii) Committee members appointed to fill a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association

3.4 Casual vacancies

- (i) Any casual vacancy occurring amongst the office bearers may be filled by the committee and the appointed person shall hold office subject to this constitution for the unexpired term of office
- (ii) Any casual vacancy occurring amongst the membership of the committee may be filled by a financial member of the Association appointed by the committee. The appointed person shall hold office for the unexpired term of office.
- (iii) All financial members of the association shall be notified by mail of the casual vacancy and written expressions of interest to fill the vacancy sought. The committee shall appoint a member

from the written expressions of interest to fill the vacancy. The successful member shall be notified in writing and notice of appointment inserted in the Newsletter following the appointment

- (iv) A casual vacancy shall occur if a committee member:
 - (a) resigns
 - (b) is not in attendance for three consecutive committee meetings without just cause or permission from the Executive
 - (c) ceases to be a member of the association

3.5 Removal of committee members

- (i) The association in general meeting may by resolution remove any member of the Committee from the office of member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed
- (ii) if a member of the committee to whom a proposed resolution referred to in clause (i) 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 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.

3.6 Committee meetings and quorum

- (i) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine
- (ii) Additional meeting of the committee may be convened by the president or by any member of the committee
- (iii) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (iv) Notice of a meeting given under sub clause (iii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business

3.7 Voting and decisions

- (i) Each ordinary Member shall have one (1) vote at any meeting of the Association
- (ii) Votes can be given in person, by proxy or by post
- (iii) No member shall hold more than ten (10) proxy votes
- (iv) Any Ordinary Member of the Association who is prevented by illness or other incapacity from attending a Meeting shall have the right of voting by Postal Vote. Postal Votes shall be received by the Executive Committee two (2) days prior to the advertised day of the meeting. A record of postal votes will be compared to the attendance list for the meeting.
- (v) Voting shall be by a show of hands unless deemed otherwise by financial members
- (vi) Any contested election at an Annual General Meeting shall be by secret ballot

Part 4 General Meetings

4.1 Annual General Meetings

- (i) The Annual General Meeting should be held within six (6) months of the conclusion of the financial year, when the annual reports and audited financial statement shall be presented
- (ii) The financial year shall conclude on 30 June each year.

- (iii) The Annual General Meeting shall be convened by the President on such date, place and time as determined by the Executive Committee

4.2 Annual general Meetings – Business of

- (i) The business of the Annual General Meeting shall be:
 - (a) To confirm minutes of the preceding Annual General Meeting and any Special Meeting held since that Meeting
 - (b) To receive annual reports from the Executive on the activities of the Association during the preceding financial year
 - (c) To elect Office Bearers of the Association
 - (d) To receive and consider financial statements
 - (e) To appoint the Public Officer for the ensuing year To appoint the Auditor for the ensuing year
 - (f) The Auditor shall be elected at the Annual General Meeting
 - The Auditor shall examine all accounts, vouchers, receipts, books etc. and provide a report to members at the Annual General Meeting
 - Audits shall be conducted at least once every twelve (12) months.
 - (g) To conduct other business of an annual nature
- (ii) At Annual General Meetings a quorum shall be fifteen (15) members of whom at least two (2) must be office bearers. No business shall be conducted unless a quorum is present.

4.3 General Meetings – Notice and calling of

- (i) General Meetings, which shall include any special meetings, shall be held not less than once every calendar year
- (ii) Written notice of not less than fourteen (14) shall be given by the Secretary to all financial members
- (iii) The notice of meeting will specify the general nature of the business to be conducted at the meeting
- (iv) The chairperson at meetings of the Association shall be the President, and in his/her absence the Vice President
- vii) Special General Meetings:
 - (a) The President of the Association may at any time convene a Special Meeting
 - (b) A Special Meeting shall be called by the Secretary within twenty-eight (28) days of receipt of a directive from the Executive or a written request by three (3) financial members of the Association specifying the business to be conducted at the meeting

Regional Meetings:

- (i) A region shall mean a group of financial members who meet together according to geographic location as determined by the Association
- (ii) A region may elect a Regional Representative to attend Association meetings on behalf of the group
- (iii) A Regional Representative shall hold no more than ten (10) proxy votes

4.4 Notice

- (i) 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.
- (ii) 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 30.1, the intention to propose the resolution as a special resolution.

- (iii) 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.
- (iv) 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.

4.5. Quorum for general meetings

(i) At General Meetings a quorum shall be fifteen (15) members of whom at least two (2) must be office bearers. No business shall be conducted unless a quorum is present

(ii) 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.

(iii) 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) is to constitute a quorum.

4.6. Presiding member

a) The president is to preside as chairperson at each general meeting of the Association.

b) If the president is absent the members present must elect one of their numbers to preside as chairperson at the meeting

4.7. Making of decisions

(i) 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.

(ii) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.

(iii) 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.

4.8. Special resolutions

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

4.9. Voting

- (i) Members whose membership subscription are in arrears within 14 days of an Annual General Meeting are not entitled to vote at that Annual General Meeting.
- (ii) On any question arising at a general meeting of the association an ordinary member has one vote only.
- (iii) All votes must be given personally or by proxy but no ordinary member may hold more than 3 proxies.
- (iv) A ordinary member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the association has been paid

4.10. Appointment of proxies

- (i) Each financial Ordinary Member is entitled to appoint another financial Ordinary Member as proxy by notice given to the secretary no later than close of business 2 working days prior to the date of the meeting in respect of which the proxy is appointed.
- (ii) The notice appointing the proxy is to be in the form prescribed by the Board.

4.11. Postal ballots

- (i) The Association may hold a [postal ballot to determine any issue or proposal (other than an appeal under clause 12)
- (ii) A postal ballot is to be conducted in accordance with Schedule 3 of the *Regulation*.

Part 5: Miscellaneous

5.1. Public Officer

- (i) The Association shall appoint a Public Officer who must be 18 years or more and is ordinarily resident in NSW, and shall remain in office till he is replaced by a person so appointed.
- (ii) The Public Officer may, but need not be, a Board Director.
- (iii) The Public Officer shall carry out the duties of the Public Officer as specified under the *Act*, *Regulation* and Board policies.
- (iv) A person ceases to be the Public Officer of the Association and may be removed in the same manner as a person ceases to be a member of the board or may be removed from the board.
- (v) Should the Public Officer resign or be removed by the board, the board shall appoint a replacement, within 28 days after the vacancy arises, to hold office until the next Annual General Meeting.
- (vi) Within 14 days of vacating office, a former Public Officer of an Association must ensure that all documents in his possession that belong to the Association are delivered to a Board member of the Association.

5.2. Insurance

The association will effect and maintain insurance.

5.3 Funds - source

- (i) The funds of the Association shall be derived from annual subscription of members, donations and subject to any resolution passed by the Association in meeting or other sources as the Executive Committee determines
- (ii) All monies received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account
- (iii) Any cheques or withdrawal forms shall be signed by any two (2) members of the Executive
- (iv) A maximum of five hundred dollars (\$500.00) at any one time can be approved for expenditure by the Executive Committee without a vote of the general members.

5.4. Funds - management

- (i) The income and property of the Association, however derived, shall only be used towards the business or promotion of the Association
- (ii) All Executive positions are honorary and only approved expenses incurred on behalf of the Association will be reimbursed.

5.5 Change of name, objects and constitution

- (i) The constitution of the Association may be amended by a Special resolution passed by a three/fourths majority of Ordinary Members in attendance or represented by written vote at any Annual General Meeting at which notice of the proposed amendment has been given, or at a Special General Meeting convened for such purpose.

5.6 Custody of Books:

- (i) Except as otherwise provided by this constitution; the Public Officer must keep custody or control of all records, archives, books and other documents relating to the association.

5.7 INSPECTION OF BOOKS:

- (i) The records, books and other documents of the Association shall be open to inspection, free of charge, by any member of the Association at any reasonable hour.

5.8 Service of notices

(i) For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(ii) For the purpose of these rules, 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.

5.9. Financial year

- (i) The Board may from time to time determine the Financial Year of the Association
- (ii) Until the Board otherwise determines, the Financial Year of the Association shall commence on the first day of July and terminate at midnight on the 30 day of June each year

5.10 DISSOLUTION:

- (i) The Association shall be dissolved by a three/fourths majority of members in attendance or represented by written vote at a Special Meeting convened for that purpose
- (ii) Upon dissolution, and after satisfaction of all debts and liabilities, any funds or property of the Association shall be paid with the authority of the Executive Committee, to any fund, institution or authority which is a non-profit organisation.