

# **CONSTITUTION OF THE INTERNATIONAL WOOTZ SOCIETY INC.**

Incorporated in New South Wales, Australia 2021.

Under the *Associations Incorporation Act 2009*

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# Part 1 Preliminary

## 1 Definitions

(1) In this constitution:

**Ordinary Board member** means a member of the Board who is not an office-bearer of the Society.

**Secretary** means:

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

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

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

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

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

## Part 2 Membership

### 2 *Types of Membership*

(1) Probationary Members. Probationary membership shall be available to anyone who wishes to become a full member of the Society and who undertakes to demonstrate over a minimum probationary period of twelve months that he/she satisfies all the requirements for full membership as required by the Constitution and as detailed in the By-Laws pertaining to membership.

Probationary members have the same rights as full members except the right to vote.

(2) Junior Members. Junior membership shall be available for younger persons aged between fourteen to eighteen years. It facilitates satisfying the legal requirement of having parent/guardian supervision and permission, particularly when attending shows to display and sell knives. Junior members are not permitted to exhibit without a parent/guardian in attendance. The Junior member will be eligible for full membership once they-

- i) reach eighteen years of age.
- ii) have been a junior member for a minimum of 1 years.
- iii) satisfy the requirements set out in any by-laws pertaining to membership.

Junior members have the same rights as full members except the right to vote, or raise business at a meeting.

(3) Full Members. Full membership shall be available to any member who-

- i) has paid a full year subscription.
- ii) has served a 12 months probationary period.
- iii) Has completed the assessment requirements outlined in the By-Laws

Financial full members shall be entitled to receive the Society's newsletter, and regular correspondence and have full voting rights.

### 3 *Membership generally*

- (1) A person is eligible to be a member of the Society if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the Society in accordance with clause 3.

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

#### **4 Application for membership**

- (1) To apply to become a member of the Society, a person must submit a written application to a board member stating that the person—
- (a) wishes to become a member of the Society; and
  - (b) supports the purposes of the Society; and
  - (c) agrees to comply with these Rules.

#### **(2) The application—**

- (a) must be signed by the applicant; and
- (b) must include the membership category being applied for.
- (c) must include any supporting documentation as required by the membership category.
- (d) must be accompanied by the joining fee.
- (e) The applicant is required to give a reason for membership and what benefit they can bring to the society by their membership.

#### **(3) Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

#### **(4) New membership**

- (1) If an application for membership is approved by the Board—
  - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Society and, subject to rule 2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which —

- (a) the Board approves the person's membership; or
- (b) the person pays the joining fee.

## **(5) General rights of members**

- (1) A member of the Society who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Society as provided under rule 51; and
- (2) A member is entitled to vote if—
  - (a) allowed by their membership category
  - (b) more than 10 business days have passed since he or she became a member of the Society; and
  - (c) the member's membership rights are not suspended for any reason.

## **5 Cessation of membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Society, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members, and the reason if any for cessation of membership.

## **6 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

## **7 Resignation of membership**

- (1) A member may resign by notice in writing given to the Society, this notice may be by via mail, email which is confirmed by a phone call, or by written notice handed to a board member in person.
- (2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 3 months in arrears; or
- (b) where no annual subscription is payable—
  - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
  - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **8 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the membership category;
    - (v) any other information determined by the Board; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect a limited version of the register redacted to remove any confidential information. Only board members may view the full register.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **9 Annual subscription and fee on joining**

- (1) At each annual general meeting, the Society must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Society may determine a different annual subscription is payable by junior members as outlined in clause 2.
- (3) The Society may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or



- (c) a fixed amount determined from time to time by the Society.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **10 Members' liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 9.

## **11 Resolution of disputes**

### **(1) Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Society.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **(2) Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **(3) Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 11(2), the parties must within 10 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Board; or

- (ii) if the dispute is between a member and the Board or the Society—a person appointed or employed by a Community Justice Center.
- (3) A mediator appointed by the Board may be a member or former member of the Society but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

#### **(4) Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute, but only aid in resolution.

#### **(5) Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **12 *Disciplining of members***

### **(1) Grounds for taking disciplinary action**

The Society may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Society; or
- (c) has engaged in conduct prejudicial to the Society.

### **(2) Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee —
  - (a) may be Board members, members of the Society or anyone else; but

- (b) must not be biased against, or in favour of, the member concerned.

### **(3) Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Society proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under section 12(5).
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **(4) Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Society.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **(5) Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Society under rule 12(4) may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Society who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

NOTE: Randomized jury of members to have a hearing and pass a vote on the matter.

## **(6) Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.

- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## Part 3 The Board

### 13 Powers of the Board

Subject to the Act, the Regulation, this constitution and any resolution passed by the Society in general meeting, the Board:

- (1) is to control and manage the affairs of the Society, and
- (2) may exercise all the functions that may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- (3) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Society.
- (4) The Board may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

### 14 Composition and membership of Board

- (1) The Board is to consist of:
  - (a) the office-bearers of the Society, and
  - (b) ordinary Board members if any, each of whom is to be elected at the annual general meeting of the Society under clause 15. (excepting for the provisions of clause 15(1))

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Board.

- (2) The office-bearers of the Society are as follows:
  - (a) the president,
  - (b) the vice-president, assigned to another board member by the president or by election as required.
  - (c) the treasurer,
  - (d) the secretary,
  - (e) the certification officer, appointed by board only each election cycle.
  - (f) the historical officer, appointed by board only each election cycle.
  - (g) ordinary members (if any), elected under rule 28 or confirmed during AGM
- (3) A Board member may hold up to 2 offices (Except the president and vice-president being the same person.)
- (4) There is no maximum number of consecutive terms for which a Board member may hold office.
- (5) Each member of the Board is, subject to this constitution, to hold office until immediately before the election of Board members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

## **15 Election of Board members**

- (1) Positions on the Board are fixed for the first 2 years of office from the establishing of the Society. During this time members of the Board may only be removed or added by a unanimous vote of the Board. After 2 full years of office are completed from the founding of the Society, the board has the ability, at its discretion, to hand over the election of board members for the next year to the general membership. Alternatively they may by a unanimous vote, extend the period of the fixed term in office for an additional third year; after which the election of board members will revert to the general voting members. NOTE: This rule exists for the express purpose to aid in the establishment of the society aims and operation and to benefit the longevity of the Society.
- (2) Nominations of candidates for election as office-bearers of the Society or as ordinary Board members:
  - (a) must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the Society at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations for the unfilled positions are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in any usual and proper manner that the Board directs.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the Society must be a member of the Society.

## **16 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a Board meeting—a Board member elected by the other Board members present.

## **17 Secretary**

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Board, and
  - (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.
- (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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **18 Treasurer**

It is the duty of the treasurer of the Society to ensure:

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

## **19 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting, unless agreed upon by the Board and,
  - (b) must not vote on the matter.

**Note:**

If there are insufficient Board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Society is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Society.



## **20 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 19.

## **21 Use of technology**

- (1) A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously board with each other.
- (2) For the purposes of this Part, a board member participating in a board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **22 Quorum**

- (1) No business may be conducted at a board meeting unless a quorum is present.
- (2) The quorum for a board meeting is the presence (in person or as allowed under rule 21) of a majority of the board members holding office or 4 members which ever is larger.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a board meeting— the meeting will be set for the next convenient day, acceptable to all parties.

## **23 Voting**

- (1) On any question arising at a board meeting, each board member present at the meeting has one vote.
- (2) A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.
- (6) For votes conducted via electronic means such as e-mail or via the website, if the members have not voted and a full vote of the general membership is required. Notification must be sent to the members who have not voted and a second voting deadline set.

## **24 Leave of absence**

- (1) The Board may grant a Board member leave of absence from board meetings for a period not exceeding 3 months, unless exceptional circumstances are deemed by the Board.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **25 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) 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 Society, or
  - (c) is or 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 absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **26 Removal of Board members**

- (1) After the initial period of 2 or 3 years of office of the founding board members, as outlined in section 15 (1) has expired, the Society in general meeting may by resolution remove any member of the Board from the office of member 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. A special vote is required, needing a minimum of 75% of the total membership to vote for removal under this clause.

- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations on their behalf in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society 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.

## **27 Board meetings**

- (1) The Board must meet at least 3 times in each period of 12 months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the secretary or president to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) 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 until the soonest agreed upon time by a majority of board members.
- (5) 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.
- (6) 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, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

## **28 Appointment of Society members as Board members**

- (1) If upon the event of a members death, serious illness or other removal, the number of board members is less than the number required to constitute a quorum for a board meeting, the existing board members may appoint a sufficient number of members of the Society as board members to enable the quorum to be constituted or,
- (2) The Board may appoint members of the Society to fulfil special roles as deemed necessary by the board and requires a 75% vote from board members.
- (3) A member of the Board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (4) This clause does not apply to the filling of a casual vacancy to which clause 25 applies.

## **29 Use of technology at Board meetings**

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Board's members a reasonable opportunity to participate.
- (2) A Board member who participates in a Board 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.

## **30 Delegation by Board to subcommittee**

- (1) The Board may, by instrument in writing, delegate to one or more subcommittees (consisting of the member or members of the Society that the Board thinks fit) the exercise of any of the functions of the Board that 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.
- (2) A function the exercise of which has been delegated to a subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A subcommittee may meet and adjourn as it thinks proper.
- (8) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a subcommittee 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 subcommittee.

## **Part 4 General meetings**

### **31 Annual general meetings - holding of**

- (1) The Society must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Society must hold its annual general meetings:
  - (a) within 6 months after the close of the Society's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **32 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Society is, subject to the Act and to clause 31, to be convened on the date and at the place and time that the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) 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 Society during the last preceding financial year,
  - (c) to elect office-bearers of the Society and ordinary Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **33 Special general meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The Board must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, 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 of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the 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.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **34 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, 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 Society, 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.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (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 32 (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.

### **35 Quorum for general meetings**

- (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.
- (2) Five 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.
- (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.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **36 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- (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.

### **37 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 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.
- (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 Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (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.

### **38 Making of decisions**

- (1) A question arising at a general meeting of the Society is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 43 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Board under subclause (1)
  - (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **39 Special resolutions**

A special resolution may only be passed by the Society in accordance with section 45 of the Act.

### **40 Voting**

- (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) In order for resolutions to be passed, 50% of the total membership is required to vote. In the absence of the minimum 50% vote, the resolution will fail.
- (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 Society unless:
  - (a) The member has been a member for at least 12 calendar months and,
  - (b) all money due and payable by the member to the Society has been paid.
- (5) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.

#### **41 *Proxy votes not permitted***

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

**Note.** Schedule 1 to the Act provides that a Society's constitution is to address whether members of the Society are entitled to vote by proxy at general meetings.

#### **42 *Postal or electronic ballots***

- (1) The Society may hold a postal or electronic ballot (as the Board 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.

#### **43 *Use of technology at general meetings***

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the Society's members a reasonable opportunity to participate.
- (2) A member of the Society 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 5 Miscellaneous**

### **44 Insurance**

The Society may effect and maintain insurance.

### **45 Funds - source**

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, any other sources that the Board determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **46 Funds - management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used solely in pursuance of the objects of the Society in the manner that the Board determines.
- (2) All bank accounts are to have two signatories and transactions, either electronic or physical, are to be made only by the same two nominated board members with records being accessible to three board members.

### **47 Society is non-profit**

Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the objects of the Society 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.

### **48 Distribution of property on winding up of Society**

- (1) Subject to the Act and the Regulations, in a winding up of the Society, any surplus property of the Society 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 Society is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

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

### **49 Change of name, objects and constitution**

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

### **50 Custody of books etc**

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

- (a) at the main premises of the Society, in the custody of the public officer or a member of the Society (as the Board determines), or
- (b) if the Society has no premises, at the Society's official address, in the custody of the public officer.

## **51 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the Society.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Uploading the applicable documents to the Society web site member section is considered to fulfil the requirements of this clause.
- (4) Despite subclauses (1) and (2), the Board may refuse to permit a member of the Society to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

## **52 Service of notices**

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

## **53 Financial year**

The financial year of the Society is:

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

**Notes.**

1. Schedule 1 to the Act provides that a Society's constitution is to address the Society's financial year.
2. Clause 19 of the Regulation contains a substitute clause 53 for certain associations incorporated under the *Associations Incorporation Act 1984*.