

Constitution

Chatswood Musical Society

Revised August 2017

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Part I Preliminary

1. Name of the Association

The Association shall be called Chatswood Musical Society Inc (hereinafter referred to as 'the Association'), trading as North Shore Theatre Company

2. Object of the Association

The object of Chatswood Theatre Company is theatrical productions with an emphasis on, but not limited to, musical theatre.

3. Registered Address

The registered address of the Association is the residential address of the Public Officer of the Association.

4. Definitions

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

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

special general meeting means a general meeting of the association 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 Membership qualifications

A person is eligible to be a member of the Association if:

- (a) the person is a natural person who:

- (i) has completed and signed an Application for Membership form agreeing to the rules and requirements of the Association, and
- (ii) has been approved for membership of the Association by the committee of the Association, and
- (iii) has paid the membership joining fee and annual membership fee within the period of two months after receipt of notification of acceptance.

3 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application. The committee will not reject an application for membership that interferes with a director's casting decision without special cause.
- (3) As soon as practicable after the committee makes that determination, the secretary or delegate may:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as membership fee and show fees.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
- (5) Performers in the Association's theatrical productions are automatically accepted as members of the Association upon receipt of their application form and payment of membership fees in accord with Rule 8(3).

4 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or

- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation that 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.

6 Resignation of membership

(1) A member is taken to have resigned at the end of the calendar year, unless the member has paid an annual membership fee for the following year. The secretary will arrange for membership renewals reminders to be sent to members no later than December each year.

- (2) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee 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.
- (3) The secretary will keep an up-to-date list of members annually.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) 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.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member must pay to the Association an annual membership fee of \$25 or, if some other amount is determined by the committee, that other amount.
- (2) The Association's full financial year is 1 January to 31 December.
- (3) Performing members must pay, in addition to amounts payable in clause (1) a fee for each show in which they participate, as determined by the committee.
- (4) Directors, musical directors and choreographers will be required to become members of the Association, and agree to act according to this constitution and in the best interests of the Association.
- (5) At the discretion of the committee, the fees of an individual may be waived or reduced. A person whose fees have been waived or reduced by the committee has no voting rights.

9 Members' liabilities

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 8.

9.A Members Contributions

- (1) The creative ideas or other work by a Member, paid or voluntary, which results in the creation of original intellectual property, such as logos, photographs, drawings, designs, sketches, plans or stage directions, undertaken on behalf of the Association or for the Association's productions, is the intellectual property of the Association unless otherwise agreed in advance with the Committee.
- (2) Access to the property of the Association, including intellectual property, no matter how expressed, should not be unreasonably withdrawn or withheld by a Member from the use of Association in the proper pursuit of its Object.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) 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.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) On the advice of the director, the committee may, by resolution, exclude a performing member from participating in a production if that member fails to attend three consecutive rehearsals without the approval of the production team, or if the artist has not paid their fees.
- (2) If the committee 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 of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

The expulsion or suspension does not take effect:

- (3) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (4) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12 (5), whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the Association in General Meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice from a member under clause (1), the secretary must notify the committee that is to convene a Meeting between the member, director and committee to be held within 7 days after the date on which the secretary received the notice.
- (3) If at the Meeting the Committee passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

13 Powers of the committee

- (1) The committee is to be called the committee of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in General Meeting:
 - (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a General Meeting of members of the Association, and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.
- (2) The committee shall not delegate all its powers to one role, person, or sub-committee, for example Artistic Director or Production Manager.
- (3) The committee will select, from the committee, a Nominated Producer for each production. The CMS Nominated Producer will be responsible for the oversight of financial management of the production within the Committee's approved budget, and will authorise each financial commitment, reimbursement or contract prior to payment.
 - (3.1) The Nominated Producer will also review all key production documents, schedules, budgets and planning, and will seek regular progress reports from the Director, key creatives and the production team which identify key risks and issues which may impact on the quality, deadlines or financial viability of the project.
 - (3.2) The committee will appoint a Director for each production. The Director will have such appointment formalised by written agreement, which will specify remuneration, and terms and conditions for the engagement and the role and responsibilities involved.
 - (3.3) In consultation with the Committee, including the Nominated Producer, the Director will select a Musical Director, Choreographer, Designer, Costumier, and other key creative contributors as may be required. Such selections will be formalised by written agreement, which will specify terms and conditions for the engagement and the role and responsibilities involved.
 - (3.4) In consultation with the Nominated Producer, the Director will select a Production Manager, Stage Manager, Assistant Stage Manager, Lighting Assistant, Lighting Designer, Technicians and technical suppliers, Property Manager, and any other functions as are required, upon such terms and conditions agreed between parties.
- (4) The committee will appoint a Casting Committee that shall consist of four persons, including the Director, Musical Director, Choreographer (if applicable) and other members of the Committee as delegated by the Committee. No decision of the casting

committee will be valid unless 3 members concur. The Committee may delegate Committee members to constitute the Casting Committee.

- (5) No member of the Casting Committee is eligible to take part in the Association's production as a performer other than as a member of the chorus.
- (6) Once the Production Team has been appointed the committee shall not interfere with the artistic direction of the production unless, in the opinion of the Nominated Producer and the majority of the Committee, circumstances indicate that the financial management of the production, the solvency of the Association, the safety and integrity of the production and/or the legal responsibilities and reputation of the Association is jeopardized.

14 Constitution and membership

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of a minimum of:
 - (a) the office-bearers of the Association
 - (i) president
 - (ii) vice-president
 - (iii) treasurer
 - (iv) secretary
 - (b) and at least 3 members,each of whom is to be elected at the annual General Meeting of the Association under rule 15.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
 - (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
 - (2) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
 - (3) There is no maximum number of consecutive terms for which a committee member may hold office.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made by members in writing, signed by 2 other members of the association 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 association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16 Office Bearers

(1) President

The President of the Association:

- (i) Presides over all committee meetings ensuring that the proceedings are in accordance with the Rules of the Association.
- (ii) Presides over all General Meetings of the Association.
- (iii) Is familiar with the functions of all office bearers to ensure that the functions are carried out effectively.
- (iv) Prepares and delivers the annual President's Report to the Annual General Meeting.

(2) Vice-President

The Vice-President of the Association:

- (i) Assists the President in carrying out his/her functions.

- (ii) Is familiar with all ongoing activities so as to be able to deputise for the President.
- (iii) ensures that all membership/show fee monies due to the Association are collected, and reported to the Treasurer, and membership paperwork is passed to the Secretary.

(3) Secretary

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.

- (i) It is the duty of the secretary to keep minutes and records of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting
 - (c) all proceedings at committee meetings and General Meetings,
 - (d) membership records
 - (e) all electronic passwords and usernames held on behalf of the Association

The Secretary produces the Annual Report to be presented at the Annual General Meeting.

(4) Treasurer

- (i) It is the duty of the treasurer of the Association to ensure:
 - (a) that all money, with the exception of membership fees 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
 - (c) The method of accounting shall be on an accrual basis to ensure all income and expenses are brought into the current financial year.
- (ii) At the Annual General Meeting the Treasurer must present a financial report showing
 - the profit/loss account for each production and a profit/loss account for the Association's full financial year.
- (iii) Within twelve weeks of the conclusion of a production the Treasurer must present a detailed financial report to the committee, particularly as compared with budget.

17 Payments authorisation

Payments must be authorized by the Treasurer. Actual payment may be effected by any two of the following:

President
Vice-President
Secretary
Treasurer

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association 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 committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, 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 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, 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.

19 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee 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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (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.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) 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 any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (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 that the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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.
- (8) At a meeting of the committee:
 - (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 committee chosen by the members present at the meeting is to preside.

21 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the meeting will be re-convened within one month.

22 Use of technology at committee meetings

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

- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (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.
- (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 committee may continue to exercise any function delegated.
- (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 committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (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.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

- (5) Should there be a conflict of interest between a subject under discussion and a member/members of the committee (for example the appointment of a committee member or a relative of a committee member/members to the Production Team), that member/those members must leave the meeting until the discussion is concluded.

Part 4 *General meetings*

25 Annual general meetings - holding of

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

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee 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.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (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 committee 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 committee.
- (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.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

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 26 (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.

29 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.

30 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 association.
- (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.

31 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 association 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.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee 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 association, 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 committee 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 direction of the chairperson.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) 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.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Proxy votes not permitted

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

36 Postal or electronic ballots

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

37 Use of technology at general meetings

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

Part 5 *Miscellaneous*

38 Insurance

The association may effect and maintain a public liability insurance policy to the value of \$20m, or a higher amount if required by venues, and any other insurance as the committee sees fit.

39 Funds - source

- (1) The funds of the association are to be derived from ticket sales, entrance fees, fundraisers, grants and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (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 or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

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

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

42 Custody of books etc

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

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

43 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association 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) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

44 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 **email** 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 **email** 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.

45 Dissolution of and distribution of property on winding up of association

- (1) The dissolution of the Association may occur only if a special resolution is passed at an Annual General Meeting or Special General Meeting.
- (2) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to other organisations with similar objects and which is not carried on for the profit or gain of its individual members.
- (3) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

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

46 Bone fide payment of remuneration

The Association must not conduct its affairs so as to provide a pecuniary gain for any of its members, with the exception of services contracted by the Committee. Committee members offering such services will absent themselves from decision-making where there is a potential for payment of services unrelated to their roles on the Committee. Section 5 of the Act provides for bone fide payment of remuneration for services, distinct from 'pecuniary gain'.

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

47 Financial year

The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.