

**The Tropical Fruits Incorporated**

**Constitution**  
**(Articles of Association)**

*Under the Associations Incorporation Act 2009*

**Comprising of The Rules, Objects & Purposes**  
**of the Association**

**April 2017**

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## Part 1 Preliminary

### 1 Definitions

(1) In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading.

**Ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in Rule 17(2).

**Concession** means a person who is in receipt of a Centrelink benefit.

**Secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) where no such 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 these rules:

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

- (3) The provisions of the [Interpretation Act 1987](#) apply 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.
- (4) In these rules:
- (a) **Association means:** The Tropical Fruits Incorporated
  - (b) **Committee means:** A committee of management as prescribed by the Act
  - (c) **Secretariat or principle** The **Fruitbowl** in Lismore, NSW
- premises means:**

## **Part 2 Name & Objects**

### **2 Name**

The name of the Association shall be **The Tropical Fruits Incorporated** (referred to in these rules as 'the Association').

### **3 Objects**

- (1) To provide an atmosphere of self-respect, acceptance and friendship, in which members can enjoy fellowship and all the benefits of a social club without any political affiliation;
- (2) To be a not-for profit, charitable organisation;
- (3) To support any like association or charity;
- (4) To assist in overcoming the isolation of lesbian, gay, bisexual, transgendered, intersex and queer (LGBTIQ) members;
- (5) To relay appropriate information through a regular newsletter;
- (6) To hold regular social events;

- (7) To promote the social development of LGBTIQ community in the Northern Rivers Region;
- (8) To assist members of the Northern Rivers LGBTIQ community through community disbursements.

## **Part 3      Membership**

### **4      Membership Qualifications**

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

- (1) the person is a person referred to in **section 15 (1) (a), (b) or (c) of the Act** and has not ceased to be a member of the association at any time after the incorporation of the association under the Act; or
- (2) the person is a natural person who:
  - (a) has been nominated for membership of the association as provided by **Clause 5**; and
  - (b) is over the age of eighteen years; and
  - (c) has been approved for membership of the association by the committee of the association.

### **5      Nomination for membership**

- (1) A nomination for membership of the association:
  - (a) must be made by a member of the association in writing in the form set out from time to time by the committee of the association; and
  - (b) shall be lodged with the secretary of the association.

- (2) As soon as possible after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall determine whether to approve or reject the nomination.
- (3) As soon as practicable after the committee makes the determination, the secretary must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of **28 days** after receipt by the nominee of the notification) the sum payable (determined by the Association at a general meeting) by a member as entrance fee and annual subscription,
  - (c) Membership fees shall fall due the following year, on the last day of the month in which the membership was approved by the committee.  
  
Fees will be reviewed annually at the discretion of the committee.
- (4) The secretary must, on payment by the nominee of the amounts referred to in **clause 5 (3) (b)** within the period referred to in that provision, enter the nominee's name in the register of members and on the name being so entered, the nominee becomes a member of the association.

## **6 Lifetime Membership**

The committee may, from time to time, award a lifetime membership to a person in recognition of outstanding achievements in the work of the association, at a rate determined by the committee. Such membership gives no more or less rights than any annual member.

## 7 Associate Membership

- (1) Organisations and Businesses may apply to the association to become associate members.
- (2) Application for Associate Membership must be:
  - (a) made in writing, stating that the applicant understands and concurs with the Objects (**Clause 3**) of the association, and
  - (b) must be lodged with the secretary of the association.
- (3) As soon as practicable after receiving an application for Associate Membership, the secretary must refer the application to the committee which is determine whether to approve or reject the application.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the applicant, in writing, that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee approved the nomination, request the applicant to pay (within a period of **28 days** after receipt by the applicant of the notification) a sum determined by the committee as payable by the associate member as entrance fee and annual subscription.
- (5) Associated members do not have a right to vote in general meetings of the association, and do not possess the privilege of access to discounts to goods or services, provided to personal members. Associate members will be provided with the associations newsletter.

## **8 Cessation of membership**

(1) A person ceases to be a membership of the association if the person:

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the association.

## **9 Membership entitlements not transferable**

(1) 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;
- (b) terminates upon cessation of the person's membership.

(2) A right or privilege (including the provision of discount of goods and services, and receipt of the associations publications) which a person has by reason of being a member of the association, is suspended if:

- (a) the member has not paid the annual membership fee due under **Clause 6 (2) (b)**; and
- (b) has not paid any other money which may be due and payable by the member of the association.

## **10 Resignation of membership**

(1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may

resign from membership of the association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

- (3) When a member of the association ceases to be a member pursuant to sub-clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of the members recording the date on which the member ceases to be a member.

## **11 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which each person became a member.
- (2) The register of members shall be maintained by the secretary of the association and shall be kept confidential by the secretary, who may supply to other committee members only details necessary for the administration of functions and the distribution of information.

## **12 Fees and subscriptions**

A member of the association shall, for membership to the association, pay an annual fee of \$5 for each individual and an annual subscription fee for each succeeding year, based on the anniversary month in which their membership falls due, to be determined by the committee.

### **13 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 in respect of membership of the association as required by **Rule 12**.

### **14 Discipline of members**

(1) A complaint may be made to the committee by any person that a member of the association:

- (a) has refused or neglected to comply with a provision or provisions of these rules; or
- (b) has willfully acted in a manner prejudicial to the interest of the association; or
- (c) has persistently refused or neglected to comply with the association's Code of Conduct.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complain 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.

- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or the suspension is warranted in the circumstances.
- (5) 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 **Clause 15**.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercise the right of appeal, unless and until the association confirms the resolution under **Clause 15(5)** below, whichever is the later.

## **15 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 9, within **7 days** after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the

appeal.

- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within **28 days** after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The is to be determined by a simple majority of votes cast by the members of the association.

## **16 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the [Community Justice Centres Act 1983](#).
- (2) At least **7 days** before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## Part 4 The Committee

### 17 Powers of the Committee

- (1) The committee shall 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) shall 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 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.

### 18 Constitution and membership

- (1) Subject in the case of the first members of the committee to Section 21 of the Act, the committee shall consist of:
- (a) the office bears of the association;  
  
each of whom shall be elected at the annual general meeting of the association pursuant to **Rule 19**.
- (2) The office-bearers of the association shall be:
- (a) the chairperson;
  - (b) the secretary;

- (c) the treasurer;
  - (d) the event coordinator;
  - (e) in addition to the office bearers there will be five ordinary members.
- (3) Each member of the committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (4) 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 shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **19 Election of members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
- (a) must be made in writing, signed by **two (2)** members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) shall be delivered to the secretary of the association not less than **seven (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 shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

## **20 Secretary**

- (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee;
  - (b) all names of members of the committee present at a committee meeting or general meeting; and
  - (c) all proceedings at committee 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.

## 21 Treasurer

It is the duty of the treasurer of the association to ensure that:

- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
- (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. These records shall be available for inspection by any financial member.

## 22 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of the [Corporations Act 2001](#) of the Commonwealth;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under **Rule 23**;
- (f) becomes a mental incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

## 23 Removal of member

- (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) Where a member of the committee to whom a proposed resolution referred to in **Clause 23 (1)** relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or chairperson may send a copy of the representations to each member of the association or, if they 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.

## **24 Meetings and quorum**

- (1) The committee shall meet at least **three (3)** times in each period of **twelve (12)** months at such time and place as the committee shall determine.
- (2) Additional meetings of the committee may be convened by the chairperson or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting under **Clause 24 (3)** shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the

committee members present at the meeting agree to be treated as urgent business.

- (5) Any **five (5)** 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 stands 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 with half hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee:
  - (a) the chairperson, shall preside; or
  - (b) if the chairperson is absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

## **25 Delegation by committee to subcommittee**

- (1) The committee may, but instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the association as the subcommittee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is imposed on the committee by the *Act* or by any other law.

- (2) A function which has been delegated to a subcommittee under this rule 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 section may be made subject to such conditions or limitations as to exercise any function to subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.
- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegation.
- (5) Any act or thing done or suffered by subcommittee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A subcommittee may meet and adjourn as it thinks proper.

## **25A Delegation by committee to subcommittee**

The Audit Sub-Committee may be appointed by the committee. Its primary role is to provide advice and recommendations to the committee on all financial aspects of the associations operation. The Audit Sub-Committee must include the Treasurer, The Bookkeeper, and two other members of the association.

## **26 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee shall be determined by a majority of the votes of the members of the committee or subcommittee present at the meeting.

- (2) Each member present at a meeting of the committee or of any subcommittee 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 **Rule 24 (5)**, the committee may act notwithstanding any vacancy on the committee.
- (4) Any act of thing done or suffered, or purporting to have been done or suffered, by the committee or a subcommittee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

## **Part 5      General Meetings**

### **27      Annual general meetings – holding of**

- (1) With the exception of the first Annual General Meeting of the association, the association shall, at least once in each calendar year and within the period of **six (6) months** after the expiration of each financial year of the association, convene an Annual General Meeting of its members.
- (2) The association shall hold its first Annual General Meeting:
  - (a) within the period of **18 months** after its incorporation under the Act;  
and
  - (b) within the period of **two (2) months** after the expiration of the first financial year of the association.

- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the *Act*.

## **28 Annual general meetings – calling of and business at**

- (1) The Annual General Meeting of the association shall, subject to the *Act* and to **Rule 27**, be convened on such date and at such time and place as 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 upon the activities of the association during the last preceding financial year;
  - (c) to elect office-bearers of the association and ordinary members of the committee; and
  - (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the *Act*.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

## **29 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than five (5) per

cent 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) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a Special General Meeting to be held within one 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 **three (3) months** after that date.
- (5) A Special General Meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

## **30 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 shall, at least **14 days** before the date fixed for the holding of the general meeting, give 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 shall, at least **21 days** before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to **Rule 25 (2)**.
- (4) Any 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.

## **31 Procedure**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) **Five (5)** members present in person (being members entitled under these rules 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 upon the requisition of members it to be dissolved; and
  - (b) in any other case shall be 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 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 no less than **three (3)**) shall constitute a quorum.

## **32 Presiding member**

- (1) The chairperson shall preside at each general meeting of the association.
- (2) If the chairperson is absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **33 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for **14 days** or more, the secretary shall 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 Clause (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.

### **34 Making of decisions**

- (1) A question arising at a general meeting of the association shall 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 major or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than three members in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll shall 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 shall be deemed to be the resolution of the meeting on that matter.

## 35 Special Resolution

A resolution of the association is a special resolution if:

- (1) it is passed by a majority which comprises not less than **three-quarters** of such members of the association as, being entitled under the rules to do so, vote in person or by proxy at a general meeting of which not less than **21 days'** written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (2) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (1) if the resolution is passed in a manner specified by the Commission.

## 36 Voting

- (1) On any question arising at a general meeting of the association a member has **one (1)** vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than **five (5)** proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson at the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association if:
  - (a) the member or proxy has not paid any money due and payable by the member or proxy to the association, including the annual subscription fee payable in respect of the then current.

### **37 Appointment of proxies**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than **24 hours** before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in **Appendix 1** to these rules.

## **Part 6 Miscellaneous**

### **38 Public Officer**

- (1) The committee shall ensure that a person is appointed as Public Officer.
- (2) The committee may at any time remove the Public Officer and appoint a new Public Officer provide the person appointed is 18 years of age or older and a resident of New South Wales.
- (3) The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - (a) death
  - (b) resignation
  - (c) removal by the committee or at a general meeting
  - (d) bankruptcy or financial insolvency
  - (e) mental illness
  - (f) residency outside New South Wales
- (4) When a vacancy occurs in the position of Public Officer the committee shall within 14 days notify the Office of Fair Trading by the prescribed form and

appoint a new Public Officer.

- (5) The Public Officer is required to notify the Office of Fair Trading by the prescribed form in the following circumstances:
- (a) appointment (within 14 days)
  - (b) a change of residential address (within 14 days)
  - (c) a change in the association's objects or rules (within one month)
  - (d) a change in the membership of the committee (within 14 days)
  - (e) of the association's financial affairs (within one month after the Annual General Meeting)
  - (f) a change in the association's name (within one month)
- (6) The Public Officer may be an office bearer or any other person regarded as suitable for the position by the committee.
- (7) The Public Officer shall keep a register of members of the committee which must:
- (a) contain the name and residential address of each committee member and the date on which they became a member of the committee;
  - (b) be updated within one month of any change taking place; and
  - (c) be made available for inspection by any person, at all reasonable hours and free of charge.

## **39 Insurance**

The association may effect and maintain insurance which may be required by law or regarded as necessary by the association.

#### **40 Funds - Source**

- (1) The funds of the association shall be derived from the fees of members, donations, granted, event revenue and such other sources approved by the association, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All moneys received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **41 Funds - Management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

#### **42 Common Seal**

- (1) The Common Seal of the association shall be kept in the custody of the Public Officer.
- (2) The Common Seal must not be affixed to any instrument except by authority of the committee and the affixing of the Common Seal must be attested by

the signatures either of two (2) members of the committee or of one (1) member of the committee and of the Public Officer or secretary.

#### **43 Alteration of Objects and Rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

#### **44 Custody of Books**

All records, books and other documents relating to the association are to be kept at the association's principle premise and are to be under the control of the Public officer of his/her delegate as so authorised by the committee.

#### **45 Inspection of Books**

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

#### **46 Service of Notices**

(1) 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.

(2) 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 send by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile or 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.

(3) No public statement shall be issued on behalf of the association except by approval of the committee or their delegate.

#### **47 Service of Documents**

Service of documents on the association is effected by serving them on the Public Officer or by serving them personally on two members of the committee.

#### **48 Winding Up – Surplus Property**

In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be transferred to any organisation which similar objects and which is exempt from income tax.

#### **49 Payment etc of Office Bearers and Members**

(1) A member of the committee shall not be appointed to any salaried office of the association paid by fees, and

- (2) No remuneration or other benefit in money or monies worth shall be given by the association to any member of the committee except repayment of out-of-pocket expenses, upon presentation of a receipt for up to a maximum of \$25, unless prior approval for the outlay has been obtained from the committee.
- (3) The association is required by its constitution to apply its profits and other income to the promotion of its objects or to purposes provided for by law, and is prohibited from paying dividends, or distributing its profits or income to its shareholders or members.

## **50 Financial Reporting Adjustment**

The financial year of the association is each period of 12 months commencing on 1 October and ending on the following 30 September.

## **51 Assets and Income**

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **52 Signing of Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **53 Appointment of staff**

Staff shall be appointed by the committee for such term, at such remuneration and upon such conditions as it thinks fit, and any staff person so appointed may be removed by the committee, after due process pertaining to the relevant award that said staff person was employed under.