

Wyong Musical Theatre Company Inc.



CONSTITUTION

Adopted by Resolution _____ 2021

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Part 1 Preliminary

1. Definitions

(1) In this constitution:

committee member means a member of the committee.

office bearer means a member of the committee who holds at least one of the following positions; president, vice-president, secretary or treasurer.

floor 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.

(4) WMTC means Wyong Musical Theatre Company Inc.

(5) An annual membership is the calendar year.

(6) The financial year is the 12 month period ending 30th June.

(7) A Working With Children Check [WWCC] is a requirement for anyone who works or volunteers in child-related work in NSW. It involves a National Police Check (criminal history record check) and a review of reportable workplace misconduct. Please see <https://www.service.nsw.gov.au/services/business-industries-and-employment/working-children> for more information.

(8) Senior membership means a member who is 18 years of age or older who is not a life member, has paid the nominated membership fee and has provided an approved, current WWCC. A senior member has voting rights.

- (9) Junior membership means a member who is under 18 years of age and has paid the nominated membership fee. A junior member must have at least one parent or guardian who is a senior member (as defined in subclause (8)) or an associate member (as defined in subclause (11)). A junior member is not eligible to be nominated for a position on the committee, however, can be invited onto a sub-committee if deemed appropriate by the committee. A junior member does not have voting rights.
- (10) Family membership means a group of members residing in the same house who have paid the nominated membership fee. A family membership includes up to two senior memberships (as defined in subclause (8)) and an unlimited number of junior memberships (as defined in subclause (9)).
- (11) Associate membership means a member of any age who has paid the nominated fee and, if over 18 years of age, has provided an approved, current WWCC. An associate member cannot be part of a production team or a cast member unless they upgrade their membership to a senior membership or junior membership as appropriate. An associate member is not eligible to be nominated for a position on the committee unless they upgrade their membership to a senior membership, however, can be invited onto a sub-committee if deemed appropriate by the committee. An associate member does not have voting rights.
- (12) Life member means a member of any age who has been approved by the committee as per clause 3 (4), and if over 18 years of age and an active member, has provided an approved, current WWCC. A life member has voting rights.

2. Mission statement

The mission of Wyong Musical Theatre Company Inc. is to provide quality theatre experiences to engage, inspire, challenge and entertain the community. We will foster a positive and inclusive environment to educate and enhance the creative and technical skills of our members.

We have a clear focus on:

- Energy
- Expertise
- Excellence
- Enthusiasm

Part 2 Membership

3. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 4.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
 - (c) the person has a senior membership as defined in clause 1 (8).
 - (d) the person has a junior membership as defined in clause 1 (9).
 - (e) the person is part of a family membership as defined in clause 1 (10).
 - (f) the person has an associate membership as defined in clause 1 (11).
 - (g) the person has a life membership as defined in clause 1 (12).
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) Life members can be nominated by any committee member and will be awarded life membership upon meeting the required criteria as agreed upon by the committee and upon a majority vote at any committee meeting.
- (5) Life members will receive acknowledgement on all programs, full voting rights and do not have to pay annual membership fees.
- (6) For the founding member only, acknowledgement on all the official letters.

4. Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing on WMTC's official membership form which can be found on the website, including by email or other electronic means, and

- (b) must be lodged with the secretary of the association, including by email or electronic means.
- (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.
- (3) If a person is cast in a WMTC production this will constitute committee approval of their membership, if not already a member. That person will be required to provide an official WMTC membership form before or at the commencement of the production's first rehearsal.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
 - (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 an annual membership fee.
- (5) 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.
- (6) Every adult member 18 years and over must supply their WWCC details at the time of their application.
- (7) Once the annual membership fee has been paid, it is non-refundable.

5. Cessation of membership

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

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled or suspended (for the length of the suspension) from the association, or
- (4) fails to pay the annual membership fee under clause 7 within 28 days after the fee is due, or
- (5) fails to comply with the WWCC obligations.

6. Membership entitlements not transferable

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

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

7. Resignation of membership

- (1) A member of the association may resign from membership of the association by giving written notice to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) If a member of the association ceases to be a member under subclause (a), and in every other case where a member ceases to hold membership, any fees paid to the association under clause 7 (3) are non-refundable.

8. Register of members

- (1) The secretary, appointed public officer or another appointed member 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,
 - (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. However, this pertains to names only. Contact information must remain private.
- (4) A member of the association cannot obtain a copy of any part of the register.
- (5) 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 or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) 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.

9. Fees and subscriptions

A member of the association must, on approval of membership, pay to the association an annual membership fee as is determined by the committee within 28 days of their membership being approved. The membership is valid for the calendar year in which it is paid.

10. 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 (including any fees relating to participating in a production) as required by clause 7.

11. Resolution of disputes

- (1) Every effort should be made by members, with the aid of the committee if necessary, to resolve the conflict independently.
- (2) 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, that cannot be resolved internally within 28 days, is to be referred to a Community Justice Centre for mediation under the [Community Justice Centres Act 1983](#).
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The [Commercial Arbitration Act 2010](#) applies to a dispute referred to arbitration.

12. Disciplining 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 this constitution, or
 - (b) has refused or neglected to comply with a provision or provisions of this association's by-laws, or
 - (c) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature. This action must be noted in the committee meeting's minutes and a response must be issued to the member to state no course of action will be undertaken.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by two-thirds resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the

complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (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 3.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 3, whichever is the latter.

13. Right of appeal of disciplined member

- (1) A member may appeal to the association in a general meeting against a resolution of the committee under clause 12, 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 subclause (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 subclause (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 appeal is to be determined by a simple majority of votes cast by members of the association present.

Part 3 The committee

14. Powers of the committee

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

- (1) is to control and manage the affairs of the association, and
- (2) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (3) has the power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (4) may allow 2 senior members of the current production/s to be elected by the production manager or other member of the production team to be part of the committee for the duration of each show, provided that they are willing to accept certain positions as determined by the committee. They will participate in conversation regarding that show only. These members shall have voting rights for matters pertaining to that show only.
- (5) will choose productions to be produced by WMTC.
- (6) will choose the director of a production.
- (7) must ratify the director's choice of production teams of a production.
- (8) must ratify cast for all productions, prior to the cast being advertised and/or notified.
- (9) must nominate a committee representative, not attached to the production or production team, to be present at all auditions as a silent representative.
- (10) are bound to keep confidential information amongst committee members only or anything that the committee deem to be confidential or private in nature.

15. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) 3 floor members, each of whom is to be elected at the annual general meeting of the association under clause 3.

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

- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,

- (c) the treasurer,
- (d) the secretary.
- (4) All committee members must be 18 years of age or over.
- (5) A committee member cannot be an associate member.
- (6) In the case of the total number of the committee being less than 7 and it is deemed necessary, a committee member may hold the positions of both secretary and vice-president concurrently. The positions of president and treasurer must each be held by only one committee member.
- (7) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (8) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as floor committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate on WMTC's official nomination form which can be found on the website, and
 - (b) must be delivered to the secretary of the association before the last committee meeting prior to 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 floor 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 a floor committee member of the association must be a member of the association.

17. President

- (1) The president, or in the president's absence, the vice president, is to preside as president at each general meeting of the association.
- (2) It is the duty of the president, in conjunction with the office bearers, to take the lead on all governance and correspondence, remaining open and transparent with the committee.
- (3) The president must, in a reasonable manner, notify the office bearers of any correspondence and/or decisions made in relation to company business.
- (4) The president must not make any decisions in regard to company business without prior consultation with one or more of the office bearers.
- (5) The president, in conjunction with the office bearers, will delegate tasks according to the requirements of the company.

18. Vice president

- (1) The vice president, in the president's absence, is to preside as president at each general meeting of the association or appoint a committee approved substitute.
- (2) It is the duty of the vice president, in conjunction with the office bearers, to assist the president with all governance and correspondence, remaining open and transparent with the committee.
- (3) The vice president, in the president's absence, is to adopt the president's duties in relation to all company business.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with NSW Fair Trading, Australian Charities and Not-for-profit Commission and the association of his or her address.
- (2) It is the duty of the secretary to keep minutes or allocate the task of keeping minutes to another member of the association as agreed upon by the committee (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the president of the meeting or by the president of the next succeeding meeting.
- (4) The signature of the president may be transmitted by electronic means for the purposes of subclause (3).
- (5) Minutes must be sent to all committee members within 7 days.

20. Treasurer

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

- (1) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (2) 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, and those books and accounts are lodged with any appropriate governing bodies.

21. Floor members

It is the duty of the floor members of the association to ensure:

- (1) that any portfolios issued to them, as agreed upon by the committee, are fulfilled and documented with updates, and
- (2) that all policies and procedures of WMTC are adhered to in full.

22. 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 there are insufficient nominations or 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 23, 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](#).

23. Removal of committee members

- (1) The association in general meeting may by two-thirds resolution (rounded up to the nearest whole number) of members present 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) The committee may by majority resolution remove any member of the committee from 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.
- (3) If a member of the committee to whom a proposed resolution referred to in subclause (1) or (2) 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.
- (4) Upon the removal of a committee member under subclause (1) or (2), the removed committee member has the rights as outlined in clause 13.

24. Committee meetings and quorum

- (1) The committee must meet at least 6 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 other 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 which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 committee members 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 until as soon as practicable.
- (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.

25. Appointment of association members as committee members to constitute a 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 existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 22 applies.

26. 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 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.

27. Delegation by committee to a 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 sees 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.
- (8) No quorum is required in order for the sub-committee to meet.
- (9) A sub-committee must elect a member to take minutes at each meeting. These minutes must be sent to all sub-committee members and the committee within 7 days.
- (10) At least one committee member must sit on every sub-committee formed.

28. 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, unless it relates to act of depriving the rights of a member in any way.
- (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 24, 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) Where a decision must be made impromptu, an emergency meeting may be called by any committee member either in person, by phone or email. Any decision should involve all committee members or, at the very least, a quorum as per clause 24. After this quorum has been reached, the committee member has the right to act on behalf of the committee. If a majority has not been reached, it must be tabled for the next committee meeting and, in either case, minuted at the next meeting.
- (6) All decisions of the committee shall be binding upon all members of the committee.
- (7) Where a decision is to be made with a possible conflict of interest to one or more of the committee members, the conflicted members void their right to vote. It is at the discretion of the committee if they may remain in the meeting or not. In the case of disciplinary circumstances, they are not to be present.

Part 4 General meetings

29. 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.

30. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 29, to be convened on the date and at the place and time that the committee sees 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 floor 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.

31. Special general meetings - calling of

- (1) The committee may, whenever it sees 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.

32. 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 30 (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.

33. 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) 10% of members with voting rights 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 5%) are to constitute a quorum.

34. 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.

35. 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.

36. 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 41 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.
- (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 directions of the chairperson.

37. Special resolutions

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

38. 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 or an associate member.

39. Proxy votes not permitted

Proxy voting must not be undertaken.

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

40. Absentee votes

Absentee voting must be permitted at or in respect of an annual general meeting.

41. 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 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

42. 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

43. Insurance

The association must effect and maintain insurance. The insurance must cover any member when representing the association on or off premises in an official capacity.

44. Funds - source

- (1) The funds of the association are to be derived from ticket sales, annual subscriptions of members, show fees, fundraising, 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.

45. 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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories. Any authorised signatory must be a committee member.

46. Association is non-profit

Subject to the Act and 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.

47. Distribution of property on winding up of association

- (1) 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 another organisation with a similar objects and which is not carried on for the profit or gain of its individual members. The beneficiary organisation to be determined by majority resolution at general meeting.
- (2) 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.

48. Change of name, objects and constitution

An application for registration of a change in the association's name, mission statement or constitution in accordance with section 10 of the Act is to be made by the secretary or appointed public officer or a committee member.

49. 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:

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

50. 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.

51. 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 or registered 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, eg the email listed by the member on their membership form.
- (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, eg the date an email is sent to a member to the email listed by the member on their membership form.

52. Financial year

The financial year of the association is:

- (1) the initial period will be 1st January 2021 to 30th June 2021,
- (2) the following period of time commencing 1st July 2021 to 30th June 2022, and
- (3) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1st July and ending on the following 30th June.

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*.