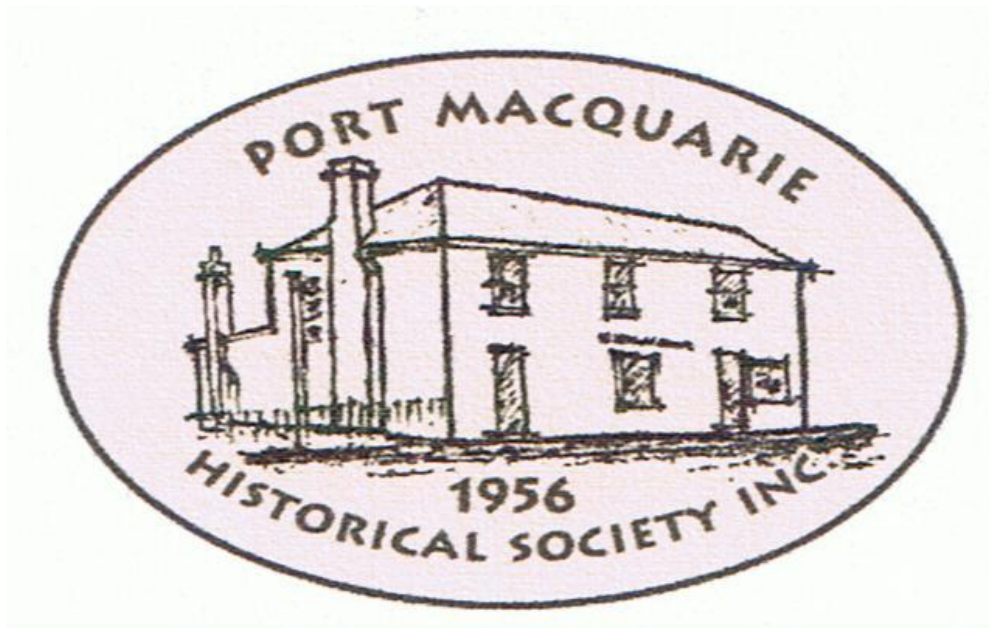


# Port Macquarie Historical Society Inc.

## Constitution

**2024**

*Under the Associations Incorporation Act 2009*



### About this constitution

This constitution is a modified version of the Model Constitution prepared by NSW Fair Trading dated October 2022 covering the matters required by law for registration as a charity and a deductible gift recipient.

This constitution was adopted on 04 May 2024

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## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

**committee member** means an office-bearer or ordinary committee member.

**exercise** a function includes perform a duty.

**function** includes a power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 17(1)(a)(i) - (ii).

**ordinary committee member** means a committee member who is not an office-bearer.

**register of members** means the register of members maintained under clause 7.

**Society** means the Port Macquarie Historical Society Inc.

**special general meeting**, of the society, means a general meeting of the society other than an annual general meeting.

**subcommittee** means a subcommittee established under clause 23.

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

**the Regulation** means the *Associations Incorporation Regulation 2022*.

**Note:** The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

### 2 Identity

(1) The Port Macquarie Historical Society Inc., herein referred to as the Society, was incorporated on 13/04/1987, number Y1080941. The Society is a not for profit organization and is registered as a Deductible Gift Recipient, and as a Charity.

(2) The Society acknowledges the Birpai People as the original owners and occupiers of the land on which the society operates and recognizes the importance of their long and continuing contributions to the history and culture of Port Macquarie and the Hastings region of New South Wales.

### 3 Interpretation

(1) This constitution is a modified version of the Model Constitution prepared by the NSW Fair Trading in October 2022.

(2) The Model Constitution does not overrule this constitution if the intent of this constitution is clear.

### 4 Mission and Objectives

(1) The guiding mission of the Society is to collect, preserve, interpret and share the history and culture of Port Macquarie and the Hastings region of New South Wales.

(2) The Society is established to be a charity whose purpose is to advance culture by:

(a) researching, documenting and sharing the history of Port Macquarie and the Hastings region of New South Wales,

(b) collecting, preserving, interpreting and exhibiting items of historical and

- cultural significance to Port Macquarie and the Hastings region of New South Wales,
- (c) supporting the preservation and maintenance of buildings of historical significance to Port Macquarie and the Hastings regions of New South Wales for the benefit of the community, and
  - (d) fostering public awareness of and interest in the history and culture of Port Macquarie and the Hastings region of New South Wales, by various means including publication and education programs.
- (3) The Objectives of the Society are to:
- (a) manage its buildings and facilities as the centre for its administration, research, and other activities including the Port Macquarie Museum,
  - (b) increase the numbers, skills and capacity of its volunteer members to the benefit of the Society and museum, and for the enhancement of their own enjoyment,
  - (c) collect, display and interpret artefacts and information in the museum for the purpose of informing visitors and encouraging appreciation of our history,
  - (d) organise lectures, educational activities and other public programs to promote community knowledge and understanding of Port Macquarie's history and heritage,
  - (e) maintain research activities aimed at improving knowledge and understanding of local and related social and cultural history,
  - (f) encourage and if appropriate publish journals, books, papers, and other educational material relevant to the history of the Port Macquarie region,
  - (g) maintain and enhance the professional status and performance of the Society and its activities through participation and adherence to national and international standards and sector best practice,
  - (h) where appropriate, provide support and advice to organisations with similar objectives in the Mid North Coast region, and
  - (i) solicit donations, seek grants and conduct financially rewarding activities in the museum and elsewhere for the purpose of obtaining funds to achieve these objectives.

## **Part 2 Members of society**

### **5 Membership generally**

- (1) An individual is taken to be a member of the society if:
- (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the society in accordance with clause 6.

### **6 Nomination for membership**

- (1) A nomination of a person for membership of the society:
- (a) must be made by a member of the society in writing in a form approved by the committee, and in the form determined by the committee, and
  - (b) must be lodged with the society.
- (2) As soon as practicable after a nomination for membership is received, it must be referred to the committee which is to determine whether to approve or reject the nomination.
- (3) As soon as practicable after the committee makes that determination:
- (a) the nominee must be notified in writing that the committee approved or

rejected the nomination (whichever is applicable), and

- (b) if the committee approved the nomination, the nominee must be requested to pay (within the period of 28 days after the receipt by the nominee of the notification) the sum payable under this constitution by a member as annual subscription.
- (4) On payment by the nominee of the amount referred to in subclause (3) (b) within the relevant period, the nominee's name shall be entered in the register of members, and the nominee becomes a member of the society.

## **7 Register of members**

- (1) The society must establish and maintain a register of members of the society.
- (2) The register:
  - (a) may be in written or electronic form, and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal or email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the society's main premises, or
    - (ii) if the society has no premises - at the society/s official address, and
  - (d) must be available for inspection, free of charge, by members at a reasonable time, and
  - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the society, or
    - (iii) other material relating to the society, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

- (1) A member must pay to the society an annual subscription fee, an amount determined by the committee.

- (2) Annual subscriptions shall be due on 1 July each year for the year commencing on 1 July.

## **9 Members' liabilities**

The liability of a member of the society to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 8:

- (a) the debts and liabilities of the society,
- (b) the costs, charges and expenses of the winding up of the society.

## **10 Disciplinary action against members**

- (1) A person may make a complaint to the committee that a member of the society has:
  - (a) failed to comply with a provision of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the society.
- (2) The committee may refuse to deal with a complaint if it considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, it must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the society or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, within 7 days of that action being taken, the member must be given written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the committee for taking the action, and
  - (c) the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period - the day the society confirms the resolution under clause 11.

## **11 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the society within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The committee must be notified if a notice of appeal has been received.

- (4) If notified that a notice has been received, the committee must call a general meeting of the society to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the committee must be given the opportunity to state its case orally or in writing, or both, and
  - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

## **12 Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
  - (a) a dispute between 2 or more members of the society, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the society.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **13 Membership entitlements not transferable**

A right, privilege or obligation that a person has because the person is a member of the society:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the society.

## **14 Member resignation**

- (1) A member of the society may resign from being a member by giving written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

## **15 Cessation of membership**

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the society, or
- (d) fails to pay the annual subscription fee payable under clause 8(1) within 1 month of the due date.



## **Part 3 Committee**

### **Division 1 Constitution**

#### **16 Functions of Committee**

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

- (a) is to control and manage the affairs of the society, and
- (b) may exercise all the functions that may be exercised by the society, other than a function that is required to be exercised by the society in general meeting, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the society.

#### **17 Composition of Committee**

(1) The committee shall have 7 members, as elected in accordance with clause 18, consisting of:

- (a) the following office-bearers:
  - (i) the president,
  - (ii) the vice-president,
- (b) at least 5 ordinary committee members.

**Note** - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

(2) An office-bearer may not hold both the offices of president and vice-president.

#### **18 Election of committee members**

- (1) Any member of the society may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
  - (a) made in writing, and
  - (b) signed by at least 2 members of the society, not including the candidate, and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) given to the society at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
  - (a) the candidates nominated are taken to be elected, and
  - (b) the remaining vacancies are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (5) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

#### **19 Terms of office**

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until the conclusion of the next annual general meeting.

- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

## **20 Vacancies in office**

- (1) A casual vacancy in the office of a committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the society, or
  - (c) resigns from office by written notice given to the society, or
  - (d) is removed from office by the society under this clause, or
  - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The society in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the society to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement, of a reasonable length, to the president, and
  - (b) request that the committee send a copy of the statement to each member of the society at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the society to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **21 Secretarial Functions**

- (1) The committee shall appoint one or more of its members, or other members of the society, to carry out the functions specified in the following parts of this clause, and may specify how such functions are to be carried out. Such an appointee may be designated as Secretary or some similar designation.
- (2) Minutes shall be kept of:
  - (a) all elections of committee members, and

- (b) the names of committee members present at a meeting of the committee and the names of members present at a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
- (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
    - (i) the member who presided at the meeting, or
    - (ii) the member presiding at the subsequent meeting.

## **22 Financial Functions**

- (1) The committee shall appoint one or more of its members, or other members of the society, to carry out the functions specified in the following parts of this clause, and may specify how such functions are to be carried out. Such an appointee may be designated as Treasurer or some similar designation.
- (2) The committee or such appointee must ensure:—
- (a) all money owed to the society is collected, and
  - (b) all payments authorised by the society are made, and
  - (c) correct books and accounts are kept showing the financial affairs of the society, including full details of receipts and expenditure relating to the society's activities.

## **23 Delegation to subcommittees**

- (1) The committee may:
- establish 1 or more sub-committees to assist the committee to exercise the committee's functions, and
  - (a) appoint 1 or more members of the society to be the members of the sub-committee.
- (2) The committee may delegate to the sub-committee the exercise of the committee's functions specified in the instrument, other than:
- (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.

**Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

## **Division 2 Procedure**

### **24 Committee meetings**

- (1) The committee must meet at least 10 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a sub-committee is to be as determined by the sub-committee.

**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

### **25 Notice of Committee meeting**

- (1) Each committee member must be given oral or written notice of a meeting of the

committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.

- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business that the committee members present at the meeting unanimously agree is urgent business.

## **26 Quorum**

- (1) The quorum for a meeting of the committee is 4 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, and
  - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the society as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

## **27 Presiding committee member**

- (1) The following committee member presides at a meeting of the committee:
  - (a) the president,
  - (b) if the president is absent - the vice-president,
  - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
  - (d) The member presiding at the meeting has only a deliberative vote (i.e. in the event of an equality of votes, the motion fails to pass).

## **28 Voting**

A decision supported by a majority of the votes cast at a meeting of the committee or a sub-committee at which a quorum is present is the decision of the committee or sub-committee.

## **29 Acts valid despite vacancies or defects**

- (1) Subject to clause 26(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or sub-committee is not invalidated because of a

defect relating to the qualifications or appointment of a member of the committee or sub-committee.

### **30 Transaction of business outside meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

**Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

## **Part 4 General meetings of the society**

### **31 Annual general meetings**

- (1) The society must hold its annual general meeting within four months of the end of the society's financial year.
- (2) Subject to the Act and subclause (1) the annual general meeting is to be held at the place and time determined by the committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - (b) receiving reports from the committee on the society's activities during the previous financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of the society under the Act.

**Note:** The Act, section 37(1) and (2) provides for when annual general meetings must be held.

### **32 Special general meetings**

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
  - (a) must be in writing, and

- (b) must state the purpose of the meeting, and
  - (c) must be signed by the members making the request, and
  - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
  - (e) must be lodged with the society, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### **33 Notice of general meeting**

- (1) Each member must be given notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
- (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
  - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business specified in the notice, and
  - (b) for an annual general meeting - business referred to in clause 31(3).
- (4) A member may give written notice to the society of business the member wishes to raise at a general meeting.
- (5) If a notice is received under subclause (4), the nature of the business must be specified in the next notice calling a general meeting.

### **34 Quorum**

- (1) The quorum for a general meeting is 5 members of the society entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
- (a) if called on the request of members - is dissolved, or
  - (b) otherwise - is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified by the

member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **35 Adjourned meetings**

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, each member must be given oral or written notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **36 Presiding member**

- (1) The following member presides at a general meeting:
  - (a) the president,
  - (b) if the president is absent - the vice-president,
  - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
  - (d) The member presiding at the meeting has only a deliberative vote (i.e. in the event of an equality of votes, the motion fails to pass).

### **37 Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the society.
- (2) Each member has 1 vote.
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 39 applies - an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the society's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the

member presiding.

- (6) A member cannot cast a vote by proxy.

### **38 Postal or electronic ballots**

- (1) The society may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **39 Transaction of business outside meetings or by telephone or other means**

- (1) The society may transact its business by the circulation of papers, including by electronic means, among all members of the society.
- (2) If the society transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the society made at a general meeting.
- (3) The society may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the society for the purposes of:
- (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the society.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## **Part 5 Administration**

### **40 Change of name, objects or constitution**

An application for registration of a change in the society's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

### **41 Funds**

- (1) Subject to a resolution passed by the society, the society's funds may be derived from the following sources only:
- (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations,
  - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the society, the society's funds and assets must be used to pursue the society's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the society must:
- (a) deposit the money, without deduction, to the credit of the society's authorised deposit-taking institution account, and



- (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) Expenditures must be authorized by at least two committee members (as authorized by the committee), but subject to such authorization, cheques or other written or electronic transactions may be actioned by one authorized signatory.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

## **42 Insurance**

The society may take out and maintain insurance as appropriate for the society's assets and liabilities.

## **43 Non-profit status**

Subject to the Act and the Regulation, the society must not conduct the society's affairs in a way that provides a pecuniary gain for a member of the society.

**Note:** See the Act, section 40.

## **44 Public Officer**

The committee shall appoint a committee member as Public Officer.

## **45 Service of notices**

- (1) For the purposes of this constitution, a notice may be given to or served on the society by delivering it to the Society's official address, by sending it by pre-paid post to the Society's official address, or by sending it by electronic transmission to the Society's email address.
- (2) For the purposes of this constitution, a notice may be given to or served on a person:
  - (a) by delivering the notice to the person personally, or
  - (b) by sending the notice by pre-paid post to the address of the person, or
  - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (3) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
  - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
  - (c) for a notice sent by electronic transmission:
    - (i) on the date the notice was sent, or
    - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

## **46 Custody of records and books**

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

- (a) at the society's main premises, in the custody of either of the following persons, as determined by the committee:
  - (i) the public officer,

- (ii) a member of the society, or
- (b) if the society has no premises - at the society's official address, in the custody of the public officer.

#### **47 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the society at a reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the society,
  - (c) records, books and other documents relating to the society.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
  - (a) that relates to confidential, personal, commercial, employment or legal matters, or
  - (b) if the committee considers it would be prejudicial to the interests of the society for the member to do so.

#### **48 Financial year**

The society's financial year is the period commencing on 1 July and ending on the following 30 June.

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

#### **49 Dissolution of the Society**

- (1) The Society can only be dissolved by special resolution at a special general meeting called for that purpose.
- (2) In the event of dissolution, the distribution of the Society's assets and collection of archives, documents, books, photographs and artefacts shall be determined by the same special general meeting, provided however that they shall be distributed only to an organisation or organisations with similar objects and which are not carried on for the profit or gain of members.
- (3) If the Society is dissolved or if the Society's endorsement as a deductible gift recipient is revoked, the following assets remaining after payment of the Society's liabilities shall be transferred to a fund, authority or institution to which tax deductible gifts can be made:
  - (a) gifts of money or property for the principal purpose of the Society,
  - (b) contributions made in relating to an eligible fundraising event held for the principal purpose of the Society, and
  - (c) money received by the Society because of such gifts and contributions.