

# ***Public Pathology Australia Incorporated***

## **CONSTITUTION**

Under the *Associations Incorporation Act 2009* (NSW)

### **Version Control**

<b>Version</b>	<b>Date</b>	<b>Detail</b>
2	1 December 2021	New Constitution in effect reflecting changes to Board composition, membership and other minor changes as approved on 11 November 2021.
1.2	24 November 2016	Amended to reflect digital meetings and terms.
1	1 July 2001	Original Articles of Association.

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# Part 1 Preliminary

## 1 Definitions

(1) In this constitution:

**Additional Director** means a Director of the Board appointed under clause 15 (3).

**Board** means the committee established under clause 15.

**ordinary Board member** means a Director of the Board who is not an office-bearer of the association.

**Public Officer** means the public officer of the association who is responsible for performing the duties of Secretary of the association as required under the Act.

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

**State/Territory Director** means those Directors of the Board elected under clause 15 (2).

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

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

(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.

## 2 Objects

The Objects of the Association are to:

- a) take a leadership role to promote and educate all stakeholders as to the role and value of pathology in protecting the health and wellbeing of the population and its role in evolving integrated patient care pathways to improve health outcomes;
- b) negotiate with and influence Federal and State/Territory governments and other stakeholders in relation to funding and issues that affect public pathology services;
- c) bring together members, disseminate information between members and pursue activities for the common benefit of members;
- d) contribute towards the development and promotion of best practice in the clinical and business provision of pathology;
- e) develop and promote initiatives that support and develop staff employed in public pathology;
- f) develop, contribute towards and advocate for health policies that improve health outcomes for patients in so far as it relates to pathology;
- g) advocate for or against any legislative or other measures as are related to furthering the interests of pathology in Australia;
- h) foster alliances and collaborate with any association, institution, society or body or individuals whether incorporated or not, whether located nationally or internationally, in relation to any of the objects of the Association; and
- i) take other actions that support the attainment of any of the above objectives.

## **Part 2 Membership**

### **3 Membership qualifications**

- (1) An organisation is eligible to be a member of the association if it operates a pathology laboratory or laboratories:
  - (a) under the Australian Commonwealth Government or an authority of the same (and this includes laboratories operating under Departments such as the Department of Health and Defence and Veterans' Affairs), or
  - (b) under a State or Territory Government or authority of the same (and this includes organisations which operate laboratories associated with recognised hospitals), or
  - (c) under a not for profit body corporate registered in Australia that does not directly or actively compete with current members of the association.
- (2) An organisation eligible for membership under subsection (1) must be nominated for and accepted by the Board for membership of the association under Clause 4.
- (3) Each member must nominate a natural person who is employed by that organisation to be its representative. The nominated representative will exercise the rights of that member under this constitution.

### **4 Application for membership**

- (1) An application by an organisation for membership of the association:
  - (a) must be made by a representative of that organisation in writing (including by email or other electronic means, if the Board so determines) in the form determined by the Board, and
  - (b) must be lodged (including by electronic means, if the Board so determines) with the Public Officer of the association.
- (2) As soon as practicable after receiving an application for membership, the Public Officer must refer the application to the Board, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Board makes that determination, the Public Officer must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
  - (b) if the Board 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 entrance fee and annual subscription.

- (4) The Public Officer must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **5 Cessation of membership**

An organisation ceases to be a member of the association if the organisation:

- (a) ceases to be an organisation as defined in clause 3 (1), or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 9 within six months after the fee is due.

## **6 Membership entitlements not transferable**

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

- (a) is not capable of being transferred or transmitted to another organisation, and
- (b) terminates on cessation of the organisation's membership.

## **7 Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the Public Officer written notice of at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (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 Public Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8 Register of members**

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

- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

## **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 as required by clause 9.

## **11 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.



## **12 Disciplining of members**

- (1) A complaint may be made to the Board by any organisation that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (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 Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board 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 suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Public Officer 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 Board for having taken that action and of the member's right of appeal under clause 13.
- (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 13,whichever is the later.

## **13 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the Board under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Public Officer 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 Public Officer must notify the Board, which is to convene a general meeting of the association to be held within 28 days after the date on which the Public Officer 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 Board 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.

## **Part 3 The Board**

### **14 Powers of the Board**

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

- (a) is to control and manage the affairs of the association, and
- (b) 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
- (c) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

### **15 Composition and membership of Board**

- (1) The Board is to consist of not less than 8 nor more than 12 Directors, comprising:
  - (a) not more than 8 State/Territory Directors, and
  - (b) not more than 4 Additional Directorseach of whom are not employed by or contracted to a private pathology entity.
- (2) State/Territory Directors are to be nominated from each state and territory of Australia by members whose registered addresses are in the same state or territory and elected at the annual general meeting of the association under clause 16.
- (3) Up to four Additional Directors may be appointed by the Board at any time. In considering appointment of Additional Directors the Board shall regard to the desired skills, competencies and representation which will assist the Board in discharging its role and functions. Additional Directors may be employed by a member but do not have to be employed by a member.

## **16 Election of Directors**

- (1) A person nominated as a candidate for election as State/Territory Director must be employed by a member of the association in the relevant state or territory.
- (2) Nominations of candidates for election as State/Territory Directors:
  - (a) must be made in writing, signed by a member of the association in the same state or territory and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Public Officer of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held amongst the members of the relevant state or territory.
- (7) The ballot for State/Territory Directors is to be conducted before the annual general meeting in any usual and proper manner that the Board directs.

## **17 Office bearers**

- (1) The office bearers of the association are:
  - (a) the President,
  - (b) the Vice-President,
  - (c) the Treasurer.
- (2) The office bearers of the association must be Directors of the association.
- (3) The office bearers are elected by the Directors at the first meeting of Directors held after the immediately preceding annual general meeting and hold office until the meeting of Directors held after the next annual general meeting at which time office bearers may be re-elected subject to clause 18.
- (4) A Director may hold up to 2 offices (other than both the offices of President and Vice-President). The Public Officer acts as the chair of the meeting for the purpose of the election of office bearers.
- (5) Each Director standing for election as an office bearer must be proposed by another Director.
- (6) Subject to clause 17 (4) if a Director stands for election for more than 1 position as office bearer separate nominations must be received for each position.

- (7) A nomination may be:
  - a) in writing, received by the Public Officer not less than 24 hours prior to the Board meeting at which the election is to take place and signed by the candidate and the proposer; or
  - b) made orally at the meeting, provided that the candidate is present and consents to the nomination.
- (8) If there is only 1 candidate for election to any office bearer position that person is declared elected to that position.
- (9) If there is more than 1 candidate for election to any office bearer position a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- (10) In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.

## **18 Director term of appointment**

- (1) Subject to clause 22 each Director (including office bearers) will hold office for approximately 3 years until immediately before the election of Directors at the third annual general meeting following the Director's appointment.
- (2) Directors cannot hold office for more than 3 consecutive 3 year terms.

## **19 Public Officer**

- (1) The Public Officer of the association must, as soon as practicable after being appointed as Public Officer, lodge notice with the association of his or her address.
- (2) It is the duty of the Public Officer to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Board, and
  - (b) the names of members of the Board present at a Board meeting or a general meeting, and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting should be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).
- (5) Failure to follow subjection (3) does not void proceedings if the majority of members present at the meeting endorse the minutes of the proceeding.

## 20 Treasurer

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

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

## 21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Director to fill the vacancy and the Director so appointed is to hold office, subject to this constitution, until the annual general meeting immediately following the date of the appointment.
- (2) A casual vacancy in a State/Territory Director position must be filled by a member representative from the relevant state or territory as nominated by a member in that state or territory.
- (3) A casual vacancy in the office of a member of the Board occurs if the Director:
  - (a) dies, or
  - (b) ceases to be employed by 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 Public Officer, or
  - (e) is removed from office under clause 22, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## 22 Removal of Directors

- (1) The association in general meeting may by resolution remove any member of the Board from office before the expiration of the Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.
- (2) If a Director to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Public Officer or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Public Officer 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.

## **23 Board meetings and quorum**

- (1) The Board must meet at least 3 times in each period of 12 months at the place and time that the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Public Officer to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) 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 Directors present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the purposes of a meeting of the Board is a simple majority of the Board as then constituted.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
  - (a) the President or, in the president's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Board chosen by the members present at the meeting is to preside.

## **24 Use of technology at meetings**

- (1) A Board meeting may be held at 2 or more venues using any technology approved by the Board that gives each Director a reasonable opportunity to participate.
- (2) A Director who participates in a Board meeting using that technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

## **25 Delegation by Board to sub-committee**

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a 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 Board 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 Board.
- (6) The Board 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.

## **26 Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- (3) In the event of an equality of votes on any question, the person presiding does not exercise a second or casting vote and the motion will fail.
- (4) Subject to clause 23 (5) the Board may act despite any vacancy on the Board.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **27 Transitional Provisions**

- (1) The Transitional Directors are the persons in office as members of the Board upon adoption of this Constitution.
- (2) In order to transition to a staggered 3 year rotational system:
  - (a) the Transitional Directors will hold office until they are required to retire under clause 27 (2)(b).
  - (b) At least 2 months before the first annual general meeting next following adoption of this Constitution:
    - (i) The Transitional Directors must determine the order in which the Transitional Directors shall rotate off the Board over the course of the next 3 following annual general meetings of the association in accordance with this clause 27 (2)(b);
    - (ii) For these purposes the Transitional Directors must agree which of them will be the first to rotate off the Board at the first annual general meeting following adoption of this Constitution, being one third (rounded up to the nearest whole number), of the Transitional Directors (the First Transitional Group);
    - (iii) The Transitional Directors must also agree which of them will rotate off the Board at the second annual general meeting following adoption of this Constitution (the Second Transitional Group) provided there is to be an equal number of Transitional Directors in the First Transitional Group and the Second Transitional Group; and
    - (iv) The remaining Transitional Directors who do not comprise the First Transitional Group and the Second Transitional Group shall form the Third Transitional Group to rotate off the Board at the third annual general meeting following adoption of this Constitution.

## **Part 4 General meetings**

### **28 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.



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

- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect Directors,
  - (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.

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

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board 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 Public Officer, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Public Officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **31 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 Public Officer 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 Public Officer 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.
- (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 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Public Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

### **33 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.

## **34 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 Public Officer 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.

## **35 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 40 applies, any appropriate corresponding method that the Board may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the 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 Board under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **36 Special resolutions**

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

- a) passed by a majority which comprises at least three-quarters of members of the association who vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- b) where it is made to appear to the Secretary under the Act that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Secretary under the Act.

### **37 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is not entitled to exercise a second or casting vote and the motion will fail.
- (4) 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.

### **38 Appointment of proxies**

- (1) Each member is entitled to appoint another member as proxy by notice given to the Public Officer 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 is as determined by the Board.

### **39 Postal or electronic ballots**

The association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 13).

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

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Board that gives each of the 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**

### **41 Insurance**

The association may effect and maintain insurance.

### **42 Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the Board 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.

#### **43 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 Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

#### **44 Association is non-profit**

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain (as defined by Section 5 of the Act) for any of its members.

#### **45 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 similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an 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.

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

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member after being passed by a special resolution of the association.

#### **47 Custody of books**

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

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

## **48 Inspection of books**

- (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 Board 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 Board 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.

## **49 Service of notices**

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

## **50 Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.