

Constitution of Women and Firefighting Australasia Incorporated

Under the Associations Incorporation Act 2009

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

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

public officer means the person holding office under this constitution as public officer of the association, as appointed by the Board, and is one of the authorised signatories of the association.

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(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. Objectives

The objectives of the Association are:

- (1) To facilitate and support women in taking an active role in defining and shaping the role of women in the firefighting and emergency services industries by promoting the expectations of and contribution by women to the sector.
- (2) To provide a vehicle for women, in conjunction with their colleagues in the industry, to:
 - (a) foster and promote increased understanding and awareness of the contribution and capabilities that women bring to the firefighting and emergency management sector;
 - (b) create opportunities for frank exchange and discussion of the challenges, issues and opportunities for women in the sector;
 - (c) facilitate change through solutions and actions cooperatively developed with our colleagues in the sector; and
 - (d) generate opportunities for the development of knowledge and practical experience in roles of leadership and management.

3. No Industrial Activity

The Association is neither a union nor an industrial organisation.

Part 2 – Members, Disciplinary Procedures and Grievances

4. Membership eligibility

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a person who is employed in or registered as a volunteer in the Firefighting industry, or
 - (b) the person is a natural person who has been approved for membership of the association in accordance with Clause 5.
- (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.
- (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) The Association has the following categories of Members and Membership:
 - (a) Honorary Life Member
 - (b) Annual Adult Member
 - (c) Annual Organisational Member
 - (d) Biennial Adult Member
 - (e) Biennial Organisational Member
 - (f) such other Members and Membership categories as the Board may determine from time to time.

5. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made in writing in the form published by the association, and
 - (b) must be lodged with the public officer of the association.
- (2) As soon as practicable after receiving a nomination for membership, the public officer must:
 - (a) notify the nominee, in writing, that the application is approved or rejected (whichever is applicable),
 - (b) confirm the category of membership to be held by such a member, and
 - (c) if the application is approved, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as the fee specified by the association for the membership category.

- (3) The public officer must, on payment by the nominee of the amounts referred to in sub-clause (2)(c) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (4) The Board may resolve to nominate a person or persons for Honorary Life Membership on such terms as decided by the Board.
- (5) Members of the association present at an Annual General Meeting may, upon nomination by the Board, and by resolution of the members, declare any person who has rendered significant service to the association, its aim or its objectives to be an Honorary Life member of the association.

6. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under Clause 10(2) within 3 months after the fee is due.

7. Membership entitlements not transferable

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

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

8. 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 one month (or such other period as 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 sub-clause (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.

9. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential 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.

10. Fees and subscriptions

- (1) A member of the association must, on admission to a particular category of membership, pay to the association a fee as determined by the Board for that membership category.
- (2) Membership of a particular membership category will continue until the end of the paid-up Membership subscription, even if a member ceases to meet the criteria of his or her category during that period.
- (3) All members of the association, other than Honorary Life Members, must pay a subscription of an amount determined by the Board each year. The membership fee must be paid on each anniversary of the date of acceptance of each member to the association.

11. 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 10.

12. 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 1984* applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the Board 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 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 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 Board for having taken that action and of the member's right of appeal under Clause 14.
- (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 14, whichever is the later.

14. 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 13, 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 sub-clause (1), the secretary 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 secretary received the notice.
- (4) At a general meeting of the association convened under sub-clause (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

15. Powers of the Board

Subject to the Act, the Regulation and this constitution and to 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 such functions as 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 such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

16. Composition and membership of the Board

- (1) The Board is to consist of:
 - (a) the office-bearers of the association, and

- (b) at least 5 ordinary Board members, each of whom is to be elected at the annual general meeting of the association under Clause 17.
- (2) The total number of Board members is to be a maximum of 12.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.

and the Secretary shall be the Public Officer of the Association for the purposes of the Act (unless precluded from holding that office by virtue of their place of residence, in which case the Executive shall nominate another officer for the appointment).

- (4) A Board member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each Board member shall hold office for a two-year term, but shall not be eligible for election for more than two consecutive terms of two years.
- (6) Members wishing to be re-elected to the Board after two consecutive terms of service, must have a minimum of one year's absence from service on the Board before being eligible to stand for election to the Board.

17. Election of Board members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, 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 Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the association must be a member of the association.

18. Retirement by Rotation

- (1) The 4 Members of the Board who were elected by the Members of the Association and have held office for the longest continuous period since the date of their election or last re-election (whichever is the later), shall retire at the date of the Annual General Meeting of the Association in each year, but shall be eligible for re-election, subject to clause 16 (5).

- (2) As between Members elected or re-elected at the same time, and falling due for retirement at the same time pursuant to sub-clause (1), the Members' Representatives to retire for the purposes of sub-clause (1) shall be the Members' Representatives who have held office for the longest continuous period since the date of their initial election to the Board and, where any such Board Members have held office for identical continuous periods, those to retire shall be determined by agreement among themselves or, failing such agreement, by lot.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes 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 must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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 member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) office by notice in writing given to the secretary, 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 Board members

- (1) The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in sub-clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Board meetings and quorum

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) A Board meeting may be held at 2 or more venues using any technology that gives the Board as a whole a reasonable opportunity to participate in the meeting and allows the parties present to hear and be heard by each other person present and adjourn and otherwise regulate the meeting as they determine. The meeting is held at the place where the largest number of participating Board members is present. If that place cannot be identified, the meeting is held where the chair is present.

If there is a failure in the technology which deprives any Board member of a reasonable opportunity of participating in the meeting, the chair must adjourn the meeting until the failure is rectified. If the failure is not rectified within one hour, the chair must adjourn the meeting to a date and time when the chair believes all Board members will be able to participate.

- (3) Additional meetings of the Board may be convened by the president or by any member of the Board.
- (4) Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under sub-clause (4) 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 Board members present at the meeting unanimously agree to treat as urgent business.
- (6) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (7) For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub-clause (6) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (8) Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (9) 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.
- (10) 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.
- (11) 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, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

24. Delegation by Board to sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as 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.

25. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee 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 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 23(8), the Board may act despite any vacancy on the Board.
- (4) 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.

26. Circular Resolution

- (1) The Board may pass a resolution by circular without holding a meeting. Reasonable notice of the resolution must be given to all Board members. The resolution must be signed by a majority of Board members (including alternates) entitled to vote on it and must state that they are in favour of it. That majority must not be less than the number required for a quorum at a meeting of the Board. The resolution is valid from the time the last Board member signs it and is taken to have been passed at that time.
- (2) For the purposes of sub-clause (1), the following forms of response are to be taken as valid:
 - (a) printed copies of the resolution with original signature

- (b) scanned copies of the signed resolution emailed to the secretary (this does not include applying scanned signatures to the resolution)
 - (c) consent received by email
 - (d) consent received by text message
 - (e) consent using voting buttons in response to an email
 - (f) verbal consent received by telephone
 - (g) a combination of any of the above.
- (3) Different Board members may sign different documents provided they are identical.
 - (4) Any document referred to in this Clause may be in the form of an electronic transmission.
 - (5) A resolution that is put to the Board or to the Members under this Clause is to be taken to have been put to a meeting of the Board or of the Members and must be minuted accordingly.

Part 4 - General meetings

27. 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 such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (4) For the purposes of this Part, a member participating in a general meeting as permitted under sub-clause (3) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

28. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to Clause 27, to be convened on such date and at such place and time as 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 office-bearers of the association and ordinary Board 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 such in the notice convening it.

29. 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 in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that 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 sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

30. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary 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 sub-clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-clause (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.

31. Quorum for general meetings

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

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

32. 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.

33. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business 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 sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, 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) 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.

35. Special resolutions

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

36. 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.

37. Proxy votes permitted

- (1) Each Member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) Any such proxy appointed must be appointed on the form provided by the Board.
- (3) The Board may permit proxy appointments to be lodged electronically and, subject to any applicable law, may determine what will constitute acceptable authentication or signing of proxy appointments for the purpose of electronic lodgement, and may determine such other incidental matters or procedures as are necessary or desirable to permit or facilitate electronic lodgement of proxy appointments.

38. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 14).
- (2) The Board may permit postal ballots to be lodged electronically and, subject to any applicable law, may determine what will constitute acceptable authentication or signing of postal ballots for the purpose of electronic lodgement, and may determine such other incidental matters or procedures as are necessary or desirable to permit or facilitate electronic lodgement of postal ballots.
- (3) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

39. Insurance

The association may effect and maintain insurance.

40. 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, such other sources as 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.

41. Funds - management

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

42. Change of name, objects and constitution

An application to the Director-General 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.

43. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

44. 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 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 sub-clause (1) on payment of a fee of not more than \$1 for each page copied.

45. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of 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.

46. 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.

47. Power to make & amend governance policies and operational instructions

The Board shall have the power to make, amend and rescind governance policies and operational instructions that are consistent with the Constitution as they see necessary for the proper and diligent management of the association.