**CONSTITUTION OF KANGAROO VALLEY**

**SHOW SOCIETY INC**

**Member of the**

**AGRICULTURAL SOCIETIES**

**COUNCIL of NSW**

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# PART 1 - PRELIMINARY

**1. DEFINITIONS**

(1) In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

**Act** means the *Associations Incorporation Act 2009;*

**Committee** means the Committee of Management of the Society;

**General Meeting** means a general meeting of the Members;

**Member** meansa member of the Society;

**Objects of the Society** meansthe objects referred to in Clause 3;

**Office-Bearer** means a person referred to in Clause 15 (b);

**Ordinary Committee Member** means a member of the Committee who is not an Office-Bearer;

**Regulation** means the *Associations Incorporation Regulation 2022*;

**Secretary** has the meaning given to that term in the Act:

**Society** means Kangaroo Valley Show Society Inc;

**Society Secretary** means:

(a) the person holding office under this Constitution as secretary of the Society; or

(b) if no such person holds that office - the Public Officer of the Society;

**Special Resolution** has the meaning given to that term in the Act; and

**Sub-Committee** means a sub-committee referred to in clause 23 (a).

(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*](http://www.legislation.nsw.gov.au/xref/inforce/?xref=Type%3Dact%20AND%20Year%3D1987%20AND%20no%3D15&nohits=y) 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. TITLE**

The title of the Society shall be **Kangaroo Valley Show Society Inc** and the headquarters shall be at the Kangaroo Valley Showgrounds, Moss Vale Rd, Kangaroo Valley, New South Wales, where all meetings shall be held unless otherwise determined by the Committee.

**3. OBJECTS**

The Objects of the Society shall be:

1. To encourage the development of pastoral, agricultural, horticultural and cultural pursuits of Kangaroo Valley and the surrounding districts by holding periodical exhibitions and competitions and by such other means as may be found desirable.
2. To encourage an awareness in the community of the pursuits mentioned in Clause 3 (1) by attracting the widest possible audience to the Society’s exhibitions and competitions.
3. To hold exhibitions for the display of livestock, horticultural and agricultural produce of all kinds, together with such other subjects of manufacture, product or the arts as may be determined by the Committee.
4. To promote competitions and such other objects as may tend to the advancement of the agricultural, horticultural and industrial interests of New South Wales.
5. To provide entertainment for its patrons.

The Society may do anything that is for a purpose incidental or ancillary to, or in furtherance or in aid of, the above Objects.

**4. AFFILIATIONS**

The Society may, as determined by the Committee, establish relations with societies of a similar character in New South Wales by way of affiliation.

# PART 2 – MEMBERSHIP

**5. MEMBERSHIP**

a) Any person aged 18 years or older, whose membership application is approved by the Committee in accordance with this Constitution, shall, subject to payment of the annual membership fee, be duly constituted a Full Member and have all the rights and privileges of membership.

b) Any person younger than 18 years of age, whose membership application is approved by the Committee in accordance with this Constitution, shall, subject to payment of the annual junior membership fee, be duly constituted a Junior Member and have all the rights and privileges of membership, but shall not be entitled to any vote until full membership is attained.

c) Life Membership

1. Life Membership of the Society may be conferred by Special Resolution at a General Meeting on any person recommended by the Committee who in the opinion of the Committee has rendered outstanding and conspicuous service to the Society, provided that, at the Committee meeting where the matter is considered, a three-quarters majority of the Committee members voting in a secret ballot support such a move.
2. A Life Member shall not be liable to pay an annual membership fee to the Society but shall be entitled to all the rights and privileges of membership.
3. All Life Members on the register of the Society at the time of incorporation shall continue to hold that membership.

d) Honorary Membership

The Committee may elect persons to be Honorary Members of the Society for the current year. Such Members may take part in discussions at all General Meetings but shall not be entitled to vote and do not have any other rights and privileges of membership.

**6. PRIVILEGES OF MEMBERSHIP**

The privileges of membership shall consist of:

1. the right to receive a Member’s Ticket to Society events and such other admission passes in such form as the Committee shall determine;
2. the right to attend and, if aged 18 years or older, vote at General Members;
3. entry of exhibits at the Society's annual show at such reduced rates as the Committee may determine; and
4. other privileges that the Committee may determine.

## 7. MEMBERSHIP – APPLICATION

a) An application of a person for membership of the Society must be:

(i) made in such form as the Committee determines; and

(ii) lodged with the SocietySecretary.

b) Any person disqualified by a society of a similar character in New South Wales shall not be allowed to become a Member or be eligible to exhibit at the Society’s exhibitions until such disqualification is removed.

c) The SocietySecretary must notify each applicant in writing that the application is approved or rejected (whichever is applicable).

d) Once an applicant has been approved, the SocietySecretary must 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 and, together with other Members who are listed on the Register as “current”, shall have all the rights and privileges of membership until 31st January the following year.

e) The Committee shall issue each Member with proof of membership. Membership, and membership rights and privileges, shall not be transferable.

## 8. CESSATION OF MEMBERSHIP

a) A person ceases to be a Member if the person:

(i) dies;

(ii) resigns that membership by giving the SocietySecretary written notice of resignation;

(iii) is expelled from the Society in accordance with this Constitution; or

(iv) fails to pay the annual membership fee by the time determined by the Committee for payment of membership fees.

1. If a Member ceases to be a Member, the SocietySecretary 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 Society shall establish and maintain a Register of Members of the Society specifying the name and address as well as email address and phone number of each person who is a Member together with the date on which the person became a Member if known.
2. The Register of Members shall be kept at the principal place of administration of the Society and shall be open for inspection, free of charge, by any Member at any reasonable time. If a Member requests the Society Secretary in writing that any information contained on the Register of Members about the Member (other than the Member’s name) not be available for inspection, that information must not be made available for inspection.
3. A Member must not use information about a person obtained from the Register of Members to contact or send information or material to the person, other than for:
4. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society; or
5. any purpose necessary to comply with a requirement of the Act or the Regulation.

d) If the Register of Members is kept in electronic form:

1. it must be convertible into hard copy; and
2. the requirements of Clauses 9 (b) and (c) apply as if a reference to the Register of Members is a reference to a current hard copy of the Register.

## 10. FEES

1. Each Member must, on admission to membership, pay to the Society the applicable annual membership fee, due on 1 January, as determined by the Committee.
2. Each Member must pay the Society the annual membership fees determined by the Committee, which fees are due and payable by the date determined by the Committee.

## 11. MEMBERS’ LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the Member in respect of membership of the Society as required by Clause 10.

**12. DISCIPLINING OF MEMBERS**

1. Where the Committee is of the opinion that a Member:
2. has persistently refused or neglected to comply with a provision of this Constitution;
3. has persistently and wilfully acted in a manner prejudicial to the interests of the Society; or
4. has persistently and wilfully failed to comply with any codes of conduct or other Member policies determined by the Committee,

the Committee may, by resolution:

1. expel the Member from membership of the Society; or
2. suspend the Member from membership of the Society for the period determined by the Committee.
3. A resolution of the Committee under Clause 12 (a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Clause 12 (c), confirms the resolution.
4. Where the Committee passes a resolution under Clause12 (a), the SocietySecretary shall as soon as practicable, cause a notice in writing to be served on the Member:
   * 1. setting out the resolution of the Committee and the grounds on which it is based;
     2. stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
     3. stating the date, place and time of that meeting; and
     4. informing the Member that the Member may do either or both of the following:
5. attend and speak at that meeting; and
6. submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
7. At a meeting of the Committee held as referred to in Clause 12 (b), the Committee shall:
   1. give to the Member an opportunity to make verbal representations:
   2. give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
   3. by resolution determine whether to confirm or to revoke the resolution.
8. Where the Committee confirms a resolution under Clause 12 (d), the SocietySecretary shall, within 7 days after that confirmation, by notice in writing inform the Member of the fact and of the Member's right of appeal under Clause 13.
9. A confirmation resolution by the Committee under Clause 12 (d) does not take effect:
   1. until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
   2. where within that period the Member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to Clause 13 (d).

## 13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A Member may appeal to the Society in General Meeting against a confirmation resolution of the Committee under Clause 12 (d)(iii) within 7 days after notice of the resolution is served on the Member, by lodging with the SocietySecretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a Member under Clause 13 (a), the SocietySecretary must notify the Committee, which is to convene a General Meeting to be held within 21 days after the date on which the SocietySecretary received the notice.
4. At a General Meeting convened under Clause 13 (c):
5. no business other than the question of the appeal is to be transacted;
6. the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
7. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

e) The appeal is to be determined by a simple majority of votes cast by Members.

**Part 3 - The Committee**

## 14. POWERS OF THE COMMITTEE

The Committee shall be the Committee of Management of the Society and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Society in General Meeting, shall:

1. control and manage the affairs of the Society;
2. exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a General Meeting; and
3. have power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society.

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## 15. CONSTITUTION AND MEMBERSHIP OF COMMITTEE

1. The Committee shall consist of:
2. the Office-Bearers, each of whom shall be elected to the Committee at the Annual General Meeting of the Society; and
3. no less than 10 Ordinary Committee Members, not including Office-Bearers, each of whom shall be elected to the Committee at the Annual General Meeting of the Society.
4. The Office-Bearers of the Society shall be as follows:
5. the President;
6. two Vice-presidents;
7. the Treasurer; and
8. the SocietySecretary.
9. If the SocietySecretary’s position attracts payment other than re-imbursement of demonstrable expenses, the SocietySecretary cannot be a voting member of the Committee.
10. There is no maximum number of consecutive terms for which a committee member may hold office.
11. The Society may appoint a Patron or Patrons who may be ex-officio members of the Committee.

## 16. ELECTION OF COMMITTEE MEMBERS

1. The election as Office-Bearers or as Ordinary Committee Members shall take place at the Annual General Meeting in such usual and proper manner as the Committee shall determine and the individuals elected shall hold office until the conclusion of the Annual General Meeting following the date of their election, but are eligible for re-election.
2. Any two Members shall be at liberty to nominate any other Member for election to an Office-Bearer or Committee position to be elected at the next following Annual General Meeting and the name of such nominee shall be provided in writing to the SocietySecretary and shall be kept for that purpose. Such nominations shall be:
3. in writing signed by the proposers;
4. delivered to the SocietySecretary not less than 7 days prior to the Annual General Meeting; and
5. accompanied by the signed written consent of the nominee.
6. A person nominated as a candidate for election as an Office-Bearer or as an Ordinary Committee Member must be a Member.
7. Only those Members present at the Annual General Meeting shall be entitled to vote.
8. The Committee shall appoint a Returning Officer and two or more Scrutineers who must not be candidates for election to office.
9. The Office-Bearers shall be elected first and then the required number of Ordinary Committee Member positions shall be filled.
10. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
11. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
12. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
13. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
14. Should it be necessary due to prevailing circumstances or conditions to conduct electronic voting then an electronic poll naming only those nominated shall be issued by the Society Secretary.

## 17. SOCIETY SECRETARY

1. The Committee shall have the right to elect one of its members as SocietySecretary.
2. The SocietySecretary must, as soon as practicable after being elected as SocietySecretary, lodge notice with the Society of their address.
3. The SocietySecretary may be paid such honorarium as is determined by the Committee annually at the last meeting of the current Committee.
4. The SocietySecretary shall be responsible to the President and the Committee.
5. The SocietySecretary shall exercise a general supervision over the work of the Society and shall when authorised by the President serve notice of all meetings of the Committee and its Sub-Committees and see that all matters requiring the attention of those bodies are brought under their notice when they meet.

## It is the duty of the Society Secretary to keep minutes (whether in written or electronic form) of:

1. all appointments of Office-Bearers and other members of the Committee;
2. the names of members of the Committee present at a Committee meeting or a General Meeting; and
3. all proceedings at Committee meetings and General Meetings.

## Minutes of proceedings at a meeting must be approved by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 18. TREASURER

1. The Committee shall have the right to elect one of its members as Treasurer.
2. The Treasurer's duties shall include the following:
   1. attendance at the Showground to receive the gate money and any other moneys and arrange for its deposit in the Society's bank;
   2. to cause to be kept correct accounts and books showing the financial affairs of the Society and the particulars usually shown in books of account of a like nature;
   3. to cause all monies received to be paid into the Society's Bank Account;
   4. to submit to each monthly Committee meeting a summary of the financial position of the Society and the accounts outstanding for payment; and
   5. to cause to be prepared a statement of receipts and expenditure for the year ending 30 June in each year, together with the Balance Sheet, showing the liabilities and assets of the Society at the close of the period duly certified, if required, as correct by the Auditor and submit same to the Annual General Meeting.

## 19.CASUAL VACANCIES

* 1. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member 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 Committee occurs if the member:
     1. dies;
     2. ceases to be a Member;
     3. becomes an insolvent under administration within the meaning of the [*Corporations Act 2001*](http://www.comlaw.gov.au/) of the Commonwealth;
     4. resigns office by notice in writing given to the SocietySecretary;
     5. is removed from office under Clause 20;
     6. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
     7. 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
     8. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [*Corporations Act 2001*](http://www.comlaw.gov.au/) of the Commonwealth.
  3. Additionally the Committee may remove any member of the Committee if the member is absent without the consent of the Committee from all Committee meetings held during a period of 3 consecutive months.

## 20. REMOVAL OF COMMITTEE MEMBERS

* 1. The Society in General Meeting may by resolution remove any member of the Committee from the office of member of the Committee 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 Committee to whom a proposed resolution referred to in Clause 20 (a) relates makes representations in writing to the SocietySecretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members, the SocietySecretary or the President may send a copy of the representations to each Member or, if the representations are not so sent, the member is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

## 21. COMMITTEE MEETINGS AND QUORUM

* 1. The Committee must meet at least 5 times in each period of 12 months at such place and time as the Committee may determine.
  2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
  3. Oral or written notice of a meeting of the Committee must be given by the SocietySecretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
  4. Notice of a meeting given under Clause 21 (c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
  5. Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee, but if the Committee finds itself permanently below the quorum the remaining Committee members shall have the power to elect a member or members to complete the quorum and then to proceed to elect members to fill the remaining vacancies as set out in Clause 19.
  6. No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned 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 Committee:
     1. the President or, in the President’s absence, a Vice-president is to preside; or
     2. if the President and the Vice-presidents are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.
  9. General Rules of Debate shall apply to all meetings as follows:

1. the time limit for the mover of a motion shall be 5 minutes and for the speaker 3 minutes;
2. all subsequent speakers shall be allowed 2 minutes, and the mover 2 minutes to reply; and
3. no speaker shall be allowed to speak twice to the same motion other than the mover, who shall have the right of reply.

**22. USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

* 1. The Committee may determine that Committee meetings can be held at two or more venues using any technology approved by the Committee which gives each Committee member a reasonable opportunity to participate.
  2. A Committee member who participates in a Committee meeting using the technology referred to in Clause 22 (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

* 1. The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Committee as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

1. this power of delegation; and
2. a function which is a duty imposed on the Committee by the Act or by any other law.
   1. A function the exercise of which has been delegated to a Sub-Committee may, while the delegation remains unrevoked, be exercised by the Sub-Committee in accordance with the terms of the delegation.
   2. A delegation under this Clause 23 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.
   3. Despite any delegation under this Clause 23, the Committee may continue to exercise any function delegated.
   4. Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Clause 23 has the same force and effect as it would have if it had been done or suffered by the Committee.
   5. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause 23.
   6. A Sub-Committee may meet and adjourn as it thinks proper but must, as specified by the Committee, submit complete minutes of all its meetings or report at the next Committee meeting for the consideration of the Committee.
   7. Unless otherwise determined in the delegation, the President and the Treasurer shall be ex-officio members of all Sub-Committees.
   8. A Sub-Committee may not maintain separate show banking accounts and may not expend Society funds (with the exception of floats and prize money on show days), issue invoices or receive funds (except entry-on-the-day money) on behalf of the Society unless authorised in writing by the Committee to do so.

## 24. VOTING AND DECISIONS

1. Questions arising at a meeting of the Committee or of any Sub-Committee shall be determined by a majority of the votes of the members present at the meeting.
2. The President may, on receipt of written application signed by at least 15 members of the Committee, cause notice to be given to the Committee that any matter previously decided at a Committee meeting should be again considered, such notice to be given not less than 7 days prior to the meeting at which the matter is to be reconsidered.
3. Each member present at a meeting of the Committee or of any Sub-Committee (including the person presiding at the meetings) 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.
4. The Committee may act notwithstanding any vacancy on the Committee.
5. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

**Part 4 - General meetings**

## 25. ANNUAL GENERAL MEETINGS

* 1. The Society must hold its Annual General Meetings:
     1. within 6 months after the close of the Society’s financial year; or
     2. within such later time as may be allowed by the Secretary or prescribed under Section 37(2)(b) of the Act.
  2. The Annual General Meeting of the Society is, subject to the Act and to Clause 25 (a), to be convened on such date and at such place and time as the Committee thinks fit.
  3. 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:
     1. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
     2. to receive the President’s Report and any other Committee reports on the activities of the Society during the last preceding financial year;
     3. to elect Office-Bearers and Ordinary Committee Members;
     4. to receive and consider any financial statement or report required to be submitted to Members under the Act and, after adoption, to provide a copy to the Public Officer of the Society for the annual return to the Office of Fair Trading;
     5. to elect, if required under the Act, an independent, qualified Auditor;
     6. to transact any other business which has been referred to it by the Committee; and
     7. to propose matters as recommendations for the consideration of the Committee.
  4. An Annual General Meeting must be specified as such in the notice convening it.

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## 26. SPECIAL GENERAL MEETINGS

* 1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Society.
  2. The President shall, on the requisition in writing of 10 or more Members, convene a Special General Meeting of the Society.
  3. A requisition of Members for a Special General Meeting must:
     1. state the purpose or purposes of the meeting;
     2. be signed by the Members making the requisition; and
     3. be lodged with the President.
  4. If the President fails to convene a Special General Meeting as required by Clause 26 (b) within 1 month after that date on which a requisition of Members for the meeting is lodged, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 1 month after that date.
  5. A Special General Meeting convened by Members in accordance with this Clause 26 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
  6. A Special General Meeting must be specified as such in the notice convening it.

## 27. NOTICE

* 1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Society, the SocietySecretary must, at least 21 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 Society, the SocietySecretary 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 matters required under Clause 27 (a), 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 25.
  4. A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the SocietySecretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## 28. QUORUM FOR GENERAL MEETINGS

* 1. No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
  2. 10 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:
     1. if convened on the requisition of Members, is to be dissolved; and
     2. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
  4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 5) are to constitute a quorum.
  5. General Rules of Debate shall apply to all meetings:

1. the time limit for the mover of a motion shall be 5 minutes and for the speaker 3 minutes;
2. all subsequent speakers shall be allowed 2 minutes, and the mover 2 minutes to reply; and
3. no speaker shall be allowed to speak twice to the same motion other than the mover who shall have the right of reply.

## 29. PRESIDING MEMBER

* 1. The President or, in the President’s absence, a Vice-president, is to preside as chairperson at each General Meeting.
  2. If the President and the Vice-presidents are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

## 30. 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 SocietySecretary must give written or oral notice of the adjourned meeting to each Member 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 Clauses 30 (a) and (b), 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.

## 31. MAKING OF DECISIONS

* 1. A question arising at a General Meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded in accordance with Clause 31 (b), a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
  2. At a General Meeting, a poll may be demanded by the chairperson or by not less than 3 Members present and entitled to vote.
  3. Where a poll is demanded in accordance with Clause 31 (b), the poll shall be taken:
     1. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
     2. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## 32. SPECIAL RESOLUTIONS

A resolution of the Society is a Special Resolution if it is passed by a majority which comprises not less than three-quarters of such Members as, being entitled under this Constitution so to do, vote in person at a General Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.

## 33. VOTING

1. On any question arising at a General Meeting a Member has one vote.
2. All votes shall be given personally.
3. 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.
4. A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Society has been paid.

## 34. PROXY VOTES NOT PERMITTED

Proxy voting must not be undertaken at or in respect of a General Meeting.

## 35. POSTAL OR ELECTRONIC BALLOTS NOT PERMITTED

The Society may not hold a postal or electronic ballot of Members to determine any issue or proposal except as specified in this Constitution.

**36. USE OF TECHNOLOGY AT GENERAL MEETINGS**

* 1. The Committee may determine that General Meetings may be held at 2 or more venues using any technology approved by the Committee which gives each of the Members a reasonable opportunity to participate.
  2. A Member 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**

## 37. INSURANCE

1. The Society shall effect and maintain liability insurance.
2. In addition to the insurance required under Clause 37 (a), the Society may effect and maintain other forms of insurance.

## 38. FUNDS - SOURCE

* 1. The funds of the Society are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Society in General Meeting, such other sources as the Committee determines.
  2. All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society’s bank or other authorised deposit-taking institution account.
  3. The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

## 39. FUNDS – MANAGEMENT

* 1. The assets and income of the Society shall be applied solely to further the Objects of the Society and no portion shall be distributed directly or indirectly to the Members except as genuine compensation for services rendered or expenses incurred on behalf of the Society.
  2. Subject to any resolution passed by the Society in General Meeting, the funds of the Society are to be used in pursuance of the Objects of the Society in such manner as the Committee determines.
  3. All cheques, drafts, bills of exchange, promissory notes, Electronic Funds Transfers and other negotiable instruments shall be signed by any 2 of the President, Vice-President(s), SocietySecretary or Treasurer of the Society.
  4. The Committee may at its discretion raise or borrow or secure the payment of any sums of money for the purpose of the Society.

**40. SOCIETY IS NOT-FOR-PROFIT**

Subject to the Act and the Regulation, the Society must apply its funds and assets solely in pursuance of the Objects of the Society and must not conduct its affairs so as to provide a pecuniary gain for any of the Members.

**Note:** Section 5 of the Act defines **pecuniary gain** for the purpose of this Clause 40.

## 41. CHANGE OF NAME, OBJECTS AND CONSTITUTION

* 1. Any proposed change in the name, Objects of the Society or this Constitution requires a Special Resolution.
  2. An application to the Secretary for registration of a change in the Society’s name, Objects of the Society or this Constitution in accordance with Section 10 of the Act is to be made by the Public Officer of the Society or a Committee member.

**42. CUSTODY OF BOOKS.**

Except as otherwise provided by this Constitution, the Treasurer shall keep in their custody or under their control all records, books and other documents relating to the Society. Records may also be permanently stored at a secured site in New South Wales.

**43. INSPECTION OF BOOKS ETC.**

1. The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
   * 1. records, books and other financial documents of the Society;
     2. this Constitution; and
     3. minutes of all Committee meetings and General Meetings.
2. A Member may obtain a copy of any of the documents referred to in Clause 43 (a) on payment of a fee not more than $1 for each page copied.
3. Despite Clauses 43 (a) and (b), the Committee may refuse to permit a Member to inspect or obtain a copy of records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.

## 44. FINANCIAL YEAR

The financial year of the Society is the period beginning on 1st July and ending on the following 30th June.

## 45. SERVICE OF NOTICES

* 1. For the purpose of this Constitution, a notice may be served on or given to a person:
     1. by delivering it to the person personally;
     2. by sending it by pre-paid post to the address of the person; or
     3. by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.

b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

* + 1. in the case of a notice given or served personally, on the date on which it is received by the addressee;
    2. 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
    3. in the case of a notice sent by some 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. DISSOLUTION**

1. If, at a Special General Meeting of the Society, a Special Resolution passed by a three-quarters majority of the Members present and entitled to vote, determines that the Society be duly wound up or dissolved, the activities of the Society shall be terminated forthwith.
2. In the event of the winding up or dissolution of the Society, the assets and funds on hand shall, after payment of all expenses and liabilities, be vested in such registered or exempted charity or incorporated association as the Members present at a General Meeting may decide by a Special Resolution, provided that any incorporated association so nominated fulfils the requirements specified in Section 65 of the Act and that any charity or incorporated association so nominated:
   * 1. has objects substantially similar to the Objects of the Society;
     2. is not carried on for the object of trading or securing pecuniary gain for its members; and
     3. has provision in its rules requiring the property of the charity or incorporated association to be distributed, on any winding up or dissolution of the charity or incorporated association, to another charity or incorporated association which:
        1. has objects substantially similar to those of the wound up or dissolved charity or incorporated association; and
        2. is not carried on for the object of trading or securing pecuniary gain for its members.