

## THE CONSTITUTION OF ST.JOHN'S PRE-SCHOOL ASHFIELD INC

### 1. NAME

The name of the association is: ST.JOHN'S PRE-SCHOOL ASHFIELD INC

### 2. OBJECTS

The objects of the association are:

- (a) To provide facilities and programs that ensure the optimum level of care, education and welfare of preschool children on the basis of need, irrespective of race, religion, sex, philosophy or cultural background;
- (b) To provide for a range of family and children's needs and to co-operate with other bodies having similar concerns;
- (c) To promote Parent and Community involvement in the activities of the Association; and
- (d) To raise funds by any method approved by the *Charitable Fundraising Act* (NSW), 1991

### 3. DEFINITIONS

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

**"Director-General"** means:

- (a) the Commissioner for Fair Trading, Department of Finance and Services, or
- (b) if there is no such position in the Department of Finance and Services, the Director-General of the Department.

**"ordinary member"** means a member of the committee who is not an office-bearer of the association, as referred to in clause 15(2);

**"secretary"** means-

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

**"special general meeting"** means a general meeting of the association other than annual general meeting;

**"the Act"** means the *Associations Incorporation Act* 2009 (NSW);

**"the Regulation"** means the *Associations Incorporation Regulation* 2010 (NSW);

**"the Diocese"** means Anglican Church of Australia Diocese of Sydney.

**"Parish"** means the parish of Ashfield in the Diocese.

**"Parish Council"** means the Parish Council of the Parish duly constituted pursuant to the Church Administration Ordinance of the Diocese

(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.
- (c) The provisions of the *Interpretation Act 1987* (NSW), 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.

## **PART II – MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATIONS**

- (1) A person is eligible to be a member of the association if, but only if-
  - (a) the person is a natural person who –
    - (i) has been nominated for membership of the association as provided by clause 5;
    - (ii) has been approved for membership of the association by the committee of the association;
    - (iii) has a child attending at the centre managed by the Association; or
  - (b) has been nominated by the Parish Council as a representative of the Parish on the committee.

### **5. NOMINATION FOR MEMBERSHIP**

- (1) A nomination of a person for membership of the association –
  - (a) shall be made by two members of the association in writing in the form set out in Appendix 1 to this constitution; and
  - (b) must be lodged with the secretary of the association
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary

must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee determines to approve a nomination for membership, the secretary must, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that clause, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

## **6. CESSATION OF MEMBERSHIP**

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

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the association;
- (d) no longer has a child attending the centre managed by the association; or
- (e) is no longer the nominated representative of the Parish Council to the committee.

## **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 upon cessation of the person's membership.

## **8. RESIGNATION OF MEMBERSHIP**

- (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary must

make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. REGISTER OF MEMBERS**

- (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and 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 shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) 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.
- (4) 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
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **10. FEES, SUBSCRIPTIONS, ETC**

- (1) A member of the association shall upon admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, 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 committee, that other amount:
  - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
  - (b) if the member becomes a member on or after 1<sup>st</sup> July in any calendar year – upon becoming a member and before 1<sup>st</sup> July in each succeeding calendar year.

## **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 cost, 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.

## 12A. RESOLUTIONS OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## 12B. DISCIPLINING OF MEMBERS

- (1) A complaint may be made by any member of the association that some other member of the association:-
  - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) The committee may, by resolution:
  - (a) expel the member from the association; or
  - (b) suspend the member from membership of the association for a specified period.
- (4) A resolution of the committee under clause (3) 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 (5), confirms the resolution in accordance with this clause.
- (5) Where the committee passes a resolution under clause (3), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) 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 service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following: -
    - (i) attend and speak at that meeting;
    - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (6) At a meeting of the committee held as referred to in clause (5), the committee shall-
  - (a) give to the member an opportunity to make oral representations;

- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

(7) Where the committee confirms a resolution under clause (6), the secretary 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 rule 13.

### **13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (1) A member may appeal to the association in a general meeting against a resolution of the committee which is confirmed under clause 12B, within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3),
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **PART III – THE COMMITTEE**

### **14. POWERS OF THE COMMITTEE**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting –

- (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 committee to be necessary or desirable for the proper management of the

affairs of the association.

## 15. COMPOSITION AND MEMBERSHIP OF COMMITTEE

- (1) Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee shall consist of nine (9) persons being:-
  - (a) four (4) members each of whom shall be elected at the annual general meeting of the association pursuant to clause 16; and
  - (b) five (5) persons nominated by the Parish Council from time to time.
  
- (2) The office-bearers of the association shall be elected from and by the members of the Committee and shall be:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (d) the secretary.
  
- (3) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
  
- (4) Each member of the committee elected at an annual general meeting shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

Note: members of the Management Committee elected pursuant to clause 4(b) (iii) shall not cease to hold this office early if their membership of the association ceases pursuant to clause 6 (d).
  
- (5) In the event of a casual vacancy with respect to a member elected at an annual general meeting occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
  
- (6) A person nominated by the Parish Council shall become a member of the Committee upon a notice of nomination signed by the secretary of the Parish Council, being served on the Association.
  
- (7) In the event of a casual vacancy occurring in the membership of the committee among the members of the committee nominated by the Parish Council, the Parish Council shall fill the vacancy and the member so appointed shall hold office, subject to this constitution, until his office is declared vacant by the Parish Council or pursuant to clause 19.

- (8) A nominee of the Parish Council ceases to be a member of the Committee of the Association (in addition to the circumstances set out in clause 19) if the secretary of the Parish Council serves on the Association a notice revoking the appointment of that person and declaring his office vacant.

## **16. ELECTION OF COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as members of the committee:
  - (a) shall 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 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 committee, the candidates nominated shall be deemed to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to be 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 members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **17A SECRETARY**

- (1) The Secretary of the association shall, 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 committee;
  - (b) the names of members of the committee present at a committee meeting or a general meeting; and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.



The Secretary shall keep and maintain the Register of Committee members of the Association referred to in S21A of the Act.

#### **17B PUBLIC OFFICER**

- (1) The public officer shall, within fourteen (28) days after becoming public officer, give notice to the Director-General in accordance with section 34(6) of the Act.
- (2) Where the public officer changes his or her address in the state, the public officer shall, within fourteen (28) days after the change, give notice of the change as required pursuant to Section 34(6) of the Act.

#### **18. 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.

#### **19. CASUAL VACANCIES**

For the purposes of this constitution, a casual vacancy in the office of a member of the committee 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 Corporations law or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under clause 20; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months; or
- (h) is convicted of an offence involving fraud or dishonest 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 the *Corporations Act 2001* of the Commonwealth.

## **20. REMOVAL OF COMMITTEE MEMBERS**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in 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 they 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.

## **21. COMMITTEE MEETINGS AND QUORUM**

- (1) The committee must meet at least 3 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 secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any four (4) members of the committee provided that at least two (2) of the members present at the meeting are persons appointed to the committee by the Parish Council shall constitute a quorum.
- (6) No business shall 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 stands 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:
  - (a) the president or, in the president's absence, the vice-president shall

preside; or

- (b) if the president and the vice-president 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) Additional business of the committee may be conducted by email provided it is conducted in accordance with this constitution and recorded and kept with the committee's minutes of meetings.

## **22. 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 association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than –
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section 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 committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise or a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **23. VOTING AND DECISIONS**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 21(5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **PART IV GENERAL MEETINGS**

##### **24. ANNUAL GENERAL MEETINGS –HOLDING OF**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting –
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any further time as may be allowed by the Director-General under the Act.

##### **25 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- (1) The annual general meeting of the association shall, subject to the Act and to clause 24, be convened on such date and at such place and time as the committee 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 shall be:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year;
  - (c) to elect members of the committee; and
  - (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.

## **26 SPECIAL GENERAL MEETINGS – CALLING OF**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 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 –
  - (b) must be signed by the members making the requisitions;
  - (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 committee fails to convene a special general meeting to be held within one 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 clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

## **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 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 shall at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under 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 pursuant to clause 25(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.

## **28 QUORUM FOR GENERAL MEETINGS**

- (1) No item of business shall 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 in person (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 upon the requisition of members shall be dissolved; and
  - (b) If 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 (being 5 members) is not present within half an hour after the time appointed for the commencement of the meeting, then the meeting must not proceed.

## **29 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 from a general meeting 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 shall 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 shall 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 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.

### **31. 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) Unless before or on the declaration of the show of hands a poll is demanded, 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 a poll is demanded at a general meeting, the poll must be taken-
  - (a) 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
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs; and
  - (c) the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **32. SPECIAL RESOLUTION**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under this constitution so to do, vote in person 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 this constitution; or
- (b) where it is made to appear to the Director-General that it is impracticable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner directed by the Director-General.

### **33. 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, other than the amount of the annual subscription payable in respect of the then current year.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

**34. PROXY VOTES NOT PERMITTED**

Proxy voting must not be undertaken at or in respect of a general meeting.

**35. POSTAL BALLOTS**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13)
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.

**PART V MISCELLANEOUS**

**36. INSURANCE**

The association must effect and maintain insurance pursuant to section 44 of the Act.

**37 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 but the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

**38. 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 committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

**39. CHANGE OF NAME, OBJECTS AND CONSTITUTION**



- (1) An application to the Director-General for registration of a change in the association's name, objects or constitution is to be made by the public officer or a committee member.
- (2) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.

#### **40. COMMON SEAL**

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

#### **41. CUSTODY OF BOOKS, ETC.**

Except as otherwise provided by in 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 this association.

#### **42. INSPECTION OF BOOKS**

- (1) The following documents must be open for inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books, and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.

#### **43. 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.

#### **44. OFFICE BEARERS AND MEMBERS**

A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except-

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
- (c) reasonable and proper rent for premises let to the association.

#### **45. NON-DISTRIBUTION OF PROFITS**

- (1) The income and property of the association, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by this constitution.
- (2) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association.
- (3) The requirements of clause 44(2) shall not, however, prevent the payment in good faith of:
  - (a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by the member to the association, or otherwise owing by the association to the member; or
  - (b) any remuneration to any officers or servants of the association or other person in return for any services genuinely rendered to the association.

#### **46. VACATION OF OFFICE**

Without limiting the operation under clause 19, the office of a member of the committee shall become vacant if:

- (a) the member holds an office of profit in the association;

- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

#### **47. DISSOLUTION**

- (1) The association shall be dissolved in the event of membership less than four (4) persons or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.
- (2) Upon a resolution being passed in accordance with paragraph (1) of this clause, the net assets or property available after satisfying all debts and liabilities of the association, shall be handed over to another charitable organisation which has the same or similar objects and which has the same restrictions in its constitution as set out in clauses 43, 44 and 45 of this constitution.

#### **48. NOTIFICATION OF PROPOSED ALTERATIONS OF CLAUSES**

A proposed alteration of clauses 43, 44, 45 and 46 or the statement of objects of the association shall be notified to the person administering the Charitable Fundraising Act, 1991, in the manner required by the regulations under that Act.

#### **49. FINANCIAL YEAR**

The financial year of the association is each period of 12 months after the expiration of the previous financial year of association, commencing on 1 January and ending on the following 31 December.