



# Specific Learning Difficulties Association of New South Wales Incorporated Constitution

*The Management Committee, with the assistance of Gilbert + Tobin, prepared a Board Constitution for SPELD NSW. This Constitution has been unanimously accepted by the SPELD NSW members at a Special General Meeting held on 29 February, 2016.*

*At a Special General Meeting held on 6.3.17 a resolution to amend two clauses 12(b) and 27(b) of the Constitution were unanimously accepted by the SPELD NSW members.*

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## Part 1 - Preliminary

### 1 Name

The name of the Association is the Specific Learning Difficulties Association of New South Wales Incorporated.

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### 2 Definitions

#### 2.1 Definitions

In this Constitution:

**Association** means the Specific Learning Difficulties Association of New South Wales Incorporated.

**Board** means the board of Directors of the Association.

**Director-General** means the Director-General of the NSW Department of Services, Technology and Administration or such other official as is designated by the relevant legislation to take over his or her powers.

**Honorary Member** means a person who complies with rule 5.1(b) and that satisfies the requirements for honorary membership described in rule 5.2.

**Member** means an Honorary Member or Ordinary Member of the Association, and **Membership** has the requisite meaning.

**Ordinary Member** means a person who satisfies the requirements for ordinary membership of the Association as described in the table at rule 5.1(a).

**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.

**SLD** has the meaning given in rule 3.1.

**Special general meeting** means a general meeting of the Association other than an annual general meeting.

**The Act** means the Associations Incorporations Act 2009 (NSW).

**The Regulation** means the Associations Incorporation Regulations 2010 (NSW).

#### 2.2 Interpretation

- (a) In this constitution:
  - (i) reference to a function includes a reference to a power, authority and duty, and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (b) 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.

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## Part 2 - Purpose and activities of the Association

### 3 Purpose and activities

#### 3.1 Purpose

The principal purpose of the Association is to assist and support children and adults with specific learning difficulties (**SLD**), and those who care for, teach, and work with them.

#### 3.2 Activities

The activities of the Association will be performed in the furtherance of its purpose and include:

- (a) promoting and facilitating equitable access to all aspects of appropriate assessment and education for children and adults with SLD, and for their teachers;
- (b) influencing change with decision makers, educational and government authorities to benefit people with SLD;
- (c) adopting such measures and taking such steps and doing all such things as may, in the opinion of the Association, be conducive to the promotion of cordial relations between the Association and kindred associations or persons (whether in Australia or elsewhere) interested in any aspect of SLD;
- (d) establishing, subscribing or donating to, promoting, becoming a member of, supporting, or co-operating or amalgamating with any kindred association or body (whether incorporated or not) whose objects are altogether or in part similar to those of this Association and
- (e) doing all such lawful things as the Association may think incidental or conducive to the attainment of the objects of the Association or any of them.

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## Part 3 - Membership

### 4 Membership generally

A person is eligible to be a Member if:

- (a) the person complies with the requirements of Membership as described at rule 5;
- (b) the person has been nominated and approved for Membership in accordance with rule 6; and
- (c) the person or group's values align with the values and objectives of the Association.

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## 5 Types of membership

### 5.1 Membership eligibility requirements

(a) Ordinary Members

Membership category	Eligibility requirements
Individual Member	An individual who wishes to support the work of the Association.
Organisational Member	A school or other organisation that wishes to support the work of the Association.
Student Member	A full-time student who wishes to support the work of the Association.
Tutor Member	A tutor who wishes to support the work of the Association and receive referrals from the Association, and who meets specific eligibility criteria.
Other Professional Practitioner Member	A professional practitioner in an allied field who wishes to support the Association and receive referrals from the Association, and who meets specific eligibility criteria.

(b) Honorary Members

Membership category	Eligibility requirements
Honorary Member	A Member who is qualified to render, or who has rendered, special services to the Association and has been designated as such by the Board.

### 5.2 Member rights

Each Member is entitled to:

- (a) receive notice of all general meetings of Members;
- (b) attend all general meetings of Members; and
- (c) exercise 1 vote on a show of hands and in a poll.

Organisational Members hold one membership only and must nominate a representative, and may nominate an alternate representative, in writing to the Secretary. That representative may vote on behalf of the group, and shall continue until the Secretary receives written notice of a different Representative.

### 5.3 Membership fees

- (a) Members shall pay such membership fees as are determined from time to time by the Board.
- (b) Unless the Board resolves otherwise, annual fees fall due on 1<sup>st</sup> January of each year. A notice will be sent to each Member prior to the due date informing the Member of the annual membership fee payable for the coming year.

- (c) The Board may require the payment of fees or levies by Members in the amounts and at the times as it resolves. The Board may make fees payable for one or more Members or for one or more class of membership for different amounts and at different times. The Board may revoke or postpone payment of fees or extend the time for payment of fees.
  - (d) A Member who has not paid the required membership fee may not exercise any of the rights associated with the class of membership to which that Member belongs including the right to exercise any vote the Member may have at a meeting of Members.
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## 6 Applications for Membership

- (a) Applications for Membership must be:
    - (i) on such form as prescribed by the Board from time to time;
    - (ii) signed by the person wishing to become an Member, or by an authorised representative in the case of an application for Organisational Membership;
    - (iii) accompanied by such payment as the Board directs; and
    - (iv) lodged with the Secretary or delegate.
  - (b) The amount of that payment for each category of membership (known as the "**Annual Subscription**") shall be determined by the Board no later than 1 month prior to the end of the Association's financial year.
  - (c) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to endorse approval or to reject the nomination. Should the nomination be rejected the Secretary will notify the nominee in writing.
  - (d) If an application for Membership is rejected, any amount paid with the application shall be refunded to the applicant.
  - (e) The secretary must, on payment by the applicant of the required membership fee, 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.
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## 7 Cessation of membership

A person ceases to be a Member if the person:

- (a) dies;
  - (b) resigns from Membership;
  - (c) is expelled from the Association;
  - (d) fails to pay any annual membership fee when due; and
  - (e) no longer complies with the eligibility criteria for Membership.
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## 8 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

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

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## 9 Resignation of membership

- (a) A Member may resign from Membership by first giving the Secretary written notice of at least 1 month (or such other period as the Board may determine) of the Member's intention to resign. On the expiration of the period of notice, the Member ceases to be a Member.
- (b) If a Member ceases to be a Member under rule 9(a), 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 person's membership ceased.

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## 10 Register of members

- (a) The Secretary of the Association must establish and maintain a register of Members specifying:
  - (i) the name, postal or residential address and, if the Member agrees, the email address of each Member;
  - (ii) the type of Membership to which that person belongs; and
  - (iii) the date on which the person became a Member and the date that person's Membership ceased.
- (b) The register of members must be kept in New South Wales:
  - (i) at the main premises of the Association, or
  - (ii) if the Association has no premises, at the Association's official address.
- (c) The register of members must be open for inspection, free of charge, by any Member at any reasonable hour.
- (d) A Member may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) 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.
- (f) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (i) 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
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

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## 11 Members' liabilities

The liability of a Member 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.

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## 12 No profits for Members

- (a) Subject to rule 12(b), the assets and income of the Association must be applied solely in furtherance of its purpose and no portion of the income or assets may be paid or transferred, directly or indirectly, to any Member.
- (b) The Association may, with the approval of the Board, make payment in good faith to a Member:
  - (i) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Association (including remuneration as an employee or consultant);
  - (ii) by way of interest on money lent to the Association by that Member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Association's bankers on overdrawn accounts;
  - (iii) by way of reasonable and proper rent for premises let by that Member to the Association; and
  - (iv) for authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Association.

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## 13 Resolution of disputes

- (a) If there is a dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and the Association, the people involved must first meet and attempt to resolve the dispute in good faith.
- (b) If a dispute cannot be resolved in accordance with rule 13(a), then the matter is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (c) 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.
- (d) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

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## 14 Disciplining of members

- (a) A complaint may be made to the Board by any person that a Member:
  - (i) has refused or neglected to comply with a provision or provisions of this constitution;
  - (ii) is working against the purpose of the Association; or
  - (iii) has wilfully acted in a manner prejudicial to the interests or reputation of the Association.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature and, if so, must notify the complainant in writing.
- (c) If the Board decides to deal with the complaint, the Board:
  - (i) must cause notice of the complaint to be served on the member concerned;
  - (ii) 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
  - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (d) The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership 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.



- (e) 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 rule 15.
  - (f) The expulsion or suspension does not take effect:
    - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
    - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 15, whichever is the later.
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## 15 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association in a general meeting against a resolution of the Board under rule 14, within [7] days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
  - (b) 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.
  - (c) On receipt of a notice from a Member under rule (a), 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.
  - (d) At a general meeting of the Association convened under rule (c):
    - (i) no business other than the question of the appeal is to be transacted, and
    - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
    - (iii) 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.
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## Part 4 - The Board

### 16 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;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution, the Act or the Regulation to be exercised by a general meeting of Members; 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.

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## 17 Membership of the Board

- (a) Unless otherwise resolved by the Members:
  - (i) the minimum number of Directors is 5; and
  - (ii) the total number of Directors must not exceed 12.
- (b) The Board is to consist of:
  - (i) the office-bearers of the Association, and
  - (ii) at least 1 other Director that is not an office-bearer (**ordinary Director**), each of whom is to be elected at the annual general meeting of the Association.
- (c) The office-bearers of the Association are as follows:
  - (i) the chair;
  - (ii) the vice-chair;
  - (iii) the treasurer;
  - (iv) the secretary; and
  - (v) the public officer.
- (d) A Director may hold up to 2 offices.
- (e) Each Director is, subject to this constitution, to hold office until an election is conducted in accordance with rule 18(e) at the annual general meeting following the date of the person's election. Each Director is eligible for re-election at the annual general meeting.
- (f) A Director ceases to hold office if he or she is no longer a member or the nominated representative of an Organisational Member.

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## 18 Election of Directors

- (a) Nominations of candidates for election as office-bearers of the Association and ordinary Directors:
  - (i) must be made in writing;
  - (ii) accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
  - (iii) signed by 2 Members; and
  - (iv) must be delivered to the Secretary at least 24 hours before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If the number of nominations received for any position is equal to or less than the number of vacancies to be filled, the person(s) nominated are taken to be elected unopposed.
- (c) Any vacant positions remaining on the Board are taken to be casual vacancies and may be filled by the Board in accordance with rule 21(a).
- (d) If the number of nominations received for any position exceeds the number of vacancies to be filled, a ballot is to be held.
- (e) The ballot for the election of office-bearers and ordinary committee members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (f) A person nominated as a candidate for election as an office-bearer or as an ordinary Director must be a Member or the nominated representative of a professional or school member.

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## 19 Secretary and Public Officer

- (a) The Board must ensure that the requirements of the Act relating to the Public Officer, including the appointment and removal of a public officer, are complied with at all times.
- (b) Unless the Board resolves to appoint a different person (which may be, but does not need to be, a Director), the person filling the office of Secretary is deemed to be the Public Officer of the Association.
- (c) The Secretary, and if the Public Officer is someone other than the Secretary, the Public Officer, must lodge notice with the Association of his or her address as soon as practicable after being so appointed.
- (d) It is the duty of the Secretary to ensure that the following records are kept:
  - (i) all appointments and terminations of office-bearers and ordinary members of the Board;
  - (ii) the names of Directors present at a Board meeting and the names of the Members or nominated representatives of Organisational Members present at a general meeting of Members; and
  - (iii) minutes of all proceedings of Board meetings and general meetings of Members.
- (e) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- (f) The Secretary is also responsible for ensuring that the Register is properly kept as described at rule 10(a).

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## 20 Treasurer

It is the duty of the treasurer 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.

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## 21 Casual vacancies

- (a) In the event of a casual vacancy occurring in the membership of the Board, the Board 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.
- (b) A casual vacancy in the office of a Director occurs if the person:
  - (i) dies;
  - (ii) ceases to be a Member;
  - (iii) resigns office by notice in writing given to the Secretary;
  - (iv) is removed from office under rule 22;
  - (v) 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
  - (vi) 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.
- (c) One or more casual vacancies also exists if fewer than the maximum number of Directors is elected at an AGM.

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## 22 Removal of Directors

The Association in general meeting may, by resolution, remove any Director from the office of Director before the expiration of the person'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.

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## 23 Board meetings and quorum

### 23.1 Convening and frequency of Board meetings

- (a) The Board must meet at least [4] times in each period of 12 months at such place and time as the Board determines (including through the use of technology such as by telephone or Email).
- (b) Additional meetings of the Board may be convened by any member of the Board. Notice of any such meeting must comply with the requirements of rule 23.1 (c) and (d) as to notice.
- (c) Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least 7 days (or such other period as may be agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under rule 23.1(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 Directors present at the meeting agree to treat as urgent business.

### 23.2 Quorum for Board meeting

- (a) Any 4 Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business is to be transacted by the Board unless a quorum is present at the time the business is dealt with.
- (c) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved.

### 23.3 Meetings of the Board by a form of technology

- (a) The contemporaneous linking together by a form of technology of a number of Directors sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in this constitution relating to meetings of the Board apply, so far as they can and with such changes as are necessary, to meetings of the Board held using a form of technology.
- (b) A meeting by telephone or other electronic means is taken to be held at the place where the chair of the meeting is or at such other place the chair of the meeting decides, as long as at least one of the Directors involved was at the place for the duration of the meeting.
- (c) A Director taking part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) If, before or during the meeting, any technical difficulty occurs whereby one or more Directors has ceased to participate, the chair may adjourn the meeting until the difficulty is remedied or may, provided a quorum of Directors remains present, continue with the meeting.

### 23.4 Resolutions without meetings

- (a) The Directors may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of a document may be used if the wording of the resolution and statement is identical in each copy.
  - (c) The resolution is passed when the last Director assents.
  - (d) A Director may signify assent to a document by signing the document or by notifying the Association of the Director's assent in person or by post, fax, electronic, telephone, email or other method of written, audio or audio visual communication.
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## 24 Chair

At each meeting of the Board:

- (a) the chair or, in the chair's absence, the vice-chair, is to preside as chair of the meeting; or
  - (b) if both the chair and the vice-chair 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 as chair.
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## 25 Delegation by Board to sub-committee and Executive Officer

### 25.1 Delegation by Board to sub-committee

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the Board by the Act, the Regulation or by any other law.
- (b) A function, the exercise of which, has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this rule 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.
- (d) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

### 25.2 Delegation by Board to Executive Officers

- (a) The Board may appoint one or more persons as Executive Officers.
- (b) An Executive Officer appointed by the Board under this rule does not need to be a Director of the Association or a Member.
- (c) The Board may confer on an Executive Officer any title they think fit.
- (d) The appointment of an Executive Officer may be for the period, at the remuneration and on the conditions that the Board thinks fit.

- (e) The Board may, by instrument in writing, delegate to one or more Executive Officers the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the Board by the Act, the Regulation or by any other law.
- (f) A function the exercise of which has been delegated to an Executive Officer under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Executive Officer in accordance with the terms of the delegation.
- (g) A delegation under this rule 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.
- (h) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (i) Any act or thing done or suffered by an Executive Officer acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (j) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (k) An act done by a person acting as an Executive Officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person when the act was done:
  - (i) a defect in the person's appointment as an Executive Officer; or
  - (ii) the person being disqualified to be an Executive Officer.

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## 26 Voting and decisions

- (a) 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.
- (b) 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 as chair may exercise a second or casting vote.
- (c) Subject to rule 23.2(b), the Board may act despite any vacancy on the Board.
- (d) 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 committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or sub-committee.

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## 27 Payments to Directors

- (a) Subject to rule 27(c), Directors are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the Association (including attending and returning from general meetings of the Association, meetings of the Board and meetings of sub-committees) but will not otherwise receive any payment for acting as a Director.
- (b) Notwithstanding any rule to the contrary in this constitution, a Director of the Association is not entitled to be employed as an employee of the Association or be remunerated as an employee of the Association.
- (c) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a Director by this constitution can be made by the Association to a Director until that payment is approved by the Board or such other person or persons to which the Board may have delegated such authority.

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## Part 5 - General Meetings

### 28 Annual general meetings - holding of

- (a) The Association must hold its annual general meetings:
  - (i) within 6 months after the close of the Association's financial year; or
  - (ii) within such later time as may be allowed by the Director-General prescribed by the Regulation.

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

- (a) The annual general meeting of the Association is, subject to the Act and rule 28, to be convened on such date and at such place and time as the Board thinks fit.
- (b) 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:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
  - (iii) to elect office-bearers of the Association and ordinary Directors; and
  - (iv) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.
- (d) Non-members of the Association may, at the invitation of the chair, be permitted to attend, but not to vote at, any general meeting.

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## 30 Special general meetings - calling of

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting.
- (b) 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.
- (c) A requisition of Members for a Special General Meeting:
  - (i) must state the purpose or purposes of the meeting;
  - (ii) must be signed by the Members making the requisition;
  - (iii) must be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the Members or nominated representatives of Organisational Members making the requisition.
- (d) 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.
- (e) A Special General Meeting convened by Members as referred to in rule 30(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

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## 31 Notice

- (a) The Secretary must, at least 21 days before the date fixed for the holding of a general meeting (including any annual general meeting), ensure that notice is given to each Member and Director specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must ensure that, in addition to complying with the requirements under rule 31(a), the notice clearly identifies which of the resolutions are to be determined by a special resolution and includes the exact wording of each special resolution to be considered.
- (c) 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 rule 29(b).
- (d) A Member wishing 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.

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## 32 Quorum for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of Members and/or nominated representatives of Organisational Members entitled under this constitution to vote is present in person during the time the meeting is considering that item. For the avoidance of doubt a Member attending the meeting by electronic means may be counted when determining a quorum, but Members attending by proxy may not be counted when determining a quorum.
- (b) A quorum for a general meeting of the Members is 5 Members.



- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
    - (i) if convened on the requisition of Members, is to be dissolved, and
    - (ii) 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 as chair of the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned), at the same place.
  - (d) 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.
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### **33 Presiding member**

- (a) The chair or, in the chair's absence, the vice-chair, is to preside as the chair of each general meeting of the Association.
  - (b) If both the chair and vice-chair are absent or unwilling to act, the Members present will elect one of the members to preside as chair of the meeting.
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### **34 Adjournment**

- (a) The chair 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.
  - (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written (either email or letter) 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.
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### **35 Making of decisions**

- (a) A question arising at a general meeting of the Association is to be determined by either:
    - (i) a show of hands, or
    - (ii) if on the motion of the chair or if 3 or more Members present at the meeting decide that the question should be determined by a written ballot, a written ballot will be carried out by the Members.
  - (b) If the question is to be determined by a show of hands, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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.
  - (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair.
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### **36 Special resolutions**

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

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## 37 Voting

- (a) On any question arising at a general meeting of the Association a Member has one vote only.
- (b) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote.
- (c) 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.
- (d) A Member is not entitled to vote at any general meeting of the Association if the Member is under 18 years of age.

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## 38 Proxy votes

Each Member shall be entitled to appoint another Member as proxy by notice given in writing to the Secretary at least 48 hours before the time of the meeting in respect of which the proxy is appointed.

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## 39 Postal ballots

Postal ballots must not be used to determine any issue or proposal.

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## Part 6 – Winding Up

### 40 Winding up

- (a) If upon the winding up or dissolution of the Association there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must not be paid to, or distributed amongst its Members or former Members, but must be given or transferred to one or more organisations that:
  - (i) has objects or purposes similar to those of the Association; and
  - (ii) by its constituent rules, prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Association.
- (b) The decision as to which organisation is, or which organisations are, to be the recipient of the Surplus Assets distributed in accordance with rule 40 (a) is to be determined by the Board at or before the winding up or dissolution of the Association, or in default of such determination, by the Court.
- (c) Any part of the Surplus Assets consisting of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by the department or authority.

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## Part 7 - Miscellaneous

### 41 Insurance

The Association may effect and maintain insurance.

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### 42 Indemnity

- (a) Subject to rule 42(b), the Association must indemnify, on a full indemnity basis and the full extent permitted by law, each Director (**Indemnified Member**) against all losses or liabilities (including costs and expenses) incurred by the person as a member of the Board.
  - (b) This indemnity:
    - (i) is a continuing obligation and is enforceable by an Indemnified Member even though that person has ceased to be a Director of the Association; and
    - (ii) operates only to the extent that the loss or liability in question is covered by insurance.
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### 43 Funds - source

- (a) 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.
  - (b) 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.
  - (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
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### 44 Funds - management

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 signatories authorised by the Board. For this purpose "signed" includes authorisation by electronic means that has been duly arranged by the Board with the Association's bank.

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### 45 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 Secretary or a Director.

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### 46 Custody of books etc.

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

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## 47 Inspection of books etc.

- (a) The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
  - (i) records, books and other financial documents of the Association, other than minutes of meetings of the Board;
  - (ii) this constitution; and
  - (iii) minutes of all general meetings of the Association.
- (b) A member of the Association may obtain a copy of any of the documents referred to in rule 47(a) on payment of a fee of not more than \$1 for each page copied.

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## 48 Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally;
  - (ii) by sending it by pre-paid post to the address of the person; or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission (email, SMS, etc.) 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:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
  - (ii) 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
  - (iii) 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.

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## 49 Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of inception of the Association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.