



# Harbour City Bears Incorporated Constitution

Effective September 2023

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# Part 1 - Preliminary

## 1. Objects

- (1) The objects of the association are as follows:
  - (a) to provide a social club for hairy gay men and their friends and admirers, encouraging friendship and enjoyment among the members of the association, and
  - (b) to be supportive of the gay, lesbian, bisexual, transgender, intersex and queer communities, and
  - (c) to do all other things to achieve these objects.

## 2. Definitions

- (1) In this constitution:
  - (a) **ordinary committee member** means a member of the committee who is not an office-bearer of the association.
  - (b) **secretary** means:
    - (a) the person holding office under this constitution as secretary of the association, or
    - (b) if no person holds that office - the public officer of the association.
  - (c) **special general meeting** means a general meeting of the association other than an annual general meeting.
  - (d) **the Act** means the Associations Incorporation Act 2009.
  - (e) **the Regulation** means the Associations Incorporation Regulation 2016.
  - (f) **intellectual property** means intangible property that is the result of creativity, including but not limited to designs, photographs, graphics, newsletters, written or digital materials, and event concepts.
  - (g) **membership date** means the date that the association received the member's completed membership application and any fees payable with the application for membership and the anniversary of that date each year.
  - (h) **membership officer** means the person appointed by the committee to fulfil the duties of the Secretary pertaining to the administration of memberships on either an ongoing or ad-hoc basis.
- (2) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **3. Membership generally**

- (1) A person is eligible to be a member of the association if:
- (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the association in accordance with clause 5.

### **4. Classes of membership**

- (1) Membership is comprised of the following classes:
- (a) ordinary membership — the member will have the full rights and obligations of a member under this constitution,
  - (b) life membership — the life member will have all of the rights and obligations of an ordinary member under this constitution save that the life member will not be required to pay membership fees.

### **5. Application for membership**

- (1) An application by a person for membership of the association:
- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and (b) must be lodged (including by electronic means, if the committee so determines) with the secretary (or membership officer) of the association.
  - (b) accompanied by payment of the joining fee specified at subclause 11. (1) and the annual membership fee specified at subclause 11. (2).
- (2) As soon as practicable after receiving an application for membership, the secretary (or membership officer) must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary (or membership officer) must:
- (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee rejected the nomination, refund any monies paid as joining fee and annual membership fee, or
  - (c) if the committee approved the nomination, enter or cause to be entered the applicants' name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **6. Appointment of life members**

- (1) A nomination for life membership must be made in writing to the secretary, with the written support of 20 ordinary members of the association and with the written consent of the person being nominated for life membership.
- (2) The committee must consider the nomination at its next scheduled meeting and must resolve at that meeting whether to accept or reject the nomination.
- (3) If the committee accepts the nomination, then the nomination shall be put to the next general meeting of the association for ratification by the membership.

## **7. Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association, or
  - (d) fails to pay the annual membership fee under subclause 11. (2).

## **8. Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **9. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10. Register of members**

- (1) The secretary (or membership officer) must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.

- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) Any information contained on the register about the member (other than the member's name) must not be made available for inspection unless the member gives permission.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **11. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the 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) on admission to membership, and
  - (b) on or before their membership date each year.
- (3) The committee may determine from time to time, in respect of the fees provided at subclause (1) and (2), concessional fees for different classes of persons.

## **12. Members' liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

### **13. Resolution of disputes**

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

### **14. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association, or
  - (c) has wilfully acted in a manner contrary to the objects of the association when acting on behalf of the association, or
  - (d) has disclosed commercially sensitive information contrary to the commercial interests of the association, or
  - (e) has disclosed membership information or other private information provided by members for the purposes of the association, or
  - (f) has dealt in the intellectual property of the association without authorisation.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee 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 committee for having taken that action and of the member's right of appeal under clause 15.



- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14. , whichever is the later.

## **15. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14. , 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 is to be transacted, and
  - (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 3 - The committee**

### **16. Powers of the committee**

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
  - (a) is to control and manage the affairs of the association, and
  - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **17. Composition and membership of committee**

- (1) The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) ordinary committee members,

each of whom is to be elected at the annual general meeting of the association under clause 18.

- (2) The total number of committee members is to be not fewer than 5 and not more than 13.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (7) The committee may delegate administrative roles to members of the association (for example, membership officer, newsletter officer, liaison officer, raffle coordinator, event coordinator, public relations coordinator, merchandise coordinator, or webmaster). Delegation of administrative roles pursuant to this subclause does not confer membership of the committee to members not elected pursuant to subclause (1) or appointed pursuant to subclause 22. (1).

## **18. Election of committee members**

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

## **19. Conflict of interest**

- (1) A member of the association acting for or on behalf of the association having an actual or potential conflict of interest must notify the secretary.
- (2) The secretary must keep a register of reported actual or potential conflicts of interest.
- (3) A member having notified an actual or potential conflict of interest regarding a matter may not participate in any decision-making process regarding that matter, and this is to be recorded by the secretary in the minutes.
- (4) Conflict of interest is defined as a financial benefit, obtained directly or indirectly, personally or through a corporation or other entity, arising from the payment of the association's funds to persons or businesses including as payments for fees, wages, or for the purchase of goods or services, or any other consideration for value.

## **20. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (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 must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **21. Treasurer**

- (1) 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.

## **22. Casual vacancies**

- (1) In the event of a casual vacancy 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 is to hold office, subject to this constitution, until 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:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 23. , or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **23. 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 subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **24. Committee meetings and quorum**

- (1) The committee must meet at least 10 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 any other period that 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 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 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (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:
- (9) the president or, in the president's absence, the vice-president is to preside, or
- (10) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **25. Appointment of association members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 22. applies.

## **26. Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee 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.

## **27. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the 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.

## **28. 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 24. (5), the committee may act despite 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 4 - General meetings**

### **29. Annual general meetings – holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) of the Act.

### **30. Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 29. , to be convened on the date and at the place and time that 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 is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **31. 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 of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and

- (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
- (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **32. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under subclause 30. (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.

## **33. Quorum and general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:



- (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **34. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **35. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **36. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **37. Special resolutions**

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

### **38. 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 as at the date prior to the date of the general meeting.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **39. Proxy votes not permitted**

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

### **40. Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 15. ).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **41. Insurance**

- (1) The association may effect and maintain insurance.

### **42. Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **43. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

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

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

### **45. Distribution of property on winding up of an association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

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

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **47. Custody of books etc**

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
  - (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
  - (b) if the association has no premises, at the association's official address, in the custody of the public officer.

### **48. Inspection of books etc**

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

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **49. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to 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.

## **50. Financial year**

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

## **51. Intellectual property**

- (1) The association may create, own and deal in the intellectual property of the association.
- (2) Ownership of intellectual property created on behalf of or commissioned by the association shall be vested in the association, including intellectual property created by paid contractors commissioned by the association and unpaid volunteers working on behalf of the association. For clarity, this does not include intellectual property licensed to the association by the owner of that intellectual property.

- (3) A creator of the association's intellectual property will be granted, unless otherwise specified in a contract or license agreement, a general license for non-commercial use of the intellectual property to the extent that such use does not adversely affect the interests of the association.
- (4) The committee may issue policies and guidelines in respect of the association's intellectual property from time to time.
- (5) The committee may enter into intellectual property agreements and licensing arrangements in the interests of the association.

## **52. Privacy**

- (1) The association will collect and retain only that personal information that is needed for the conduct of the association.
- (2) The association will take all reasonable steps to protect private information and keep it confidential.
- (3) The association will not share, divulge, release or monetise private information, other than provided in clause 10. or otherwise required by law.

## **53. Spokesperson**

- (1) The official spokesperson for the association, including in the media, online, and on social media shall be the president.
- (2) Part, or all of this function may be delegated at the president's discretion.