



The Constitution of the Rail Track Association Australia Incorporated (RTAA)

Under the *Associations Incorporation Act 2009*

Version Control: Version 2016-01 contains the following changes

- General update of Constitution

Approved at a Special Meeting of the Association on __/__/____

Registered by Director General on __/__/____

President

Secretary

Treasurer



Contents

Contents	2
Part 1—Preliminary	4
1. Definitions	4
Part 2—Objects of the Association	5
2. Objects.....	5
Part 3—Membership	6
3. Classes of Membership.....	6
4. Eligibility for Membership Generally	6
5. Personal Membership	6
6. Corporate Membership	6
7. Life Membership	7
8. Honorary Membership.....	7
9. Nomination for membership	7
10. Membership entitlements not transferable	8
11. Cessation of membership	8
12. Resignation of membership	8
13. Register of members	8
14. Fees and subscriptions.....	9
15. Members' liabilities	10
16. Resolution of disputes	10
17. Disciplining of members.....	10
18. Right of appeal of disciplined member	11
Part 3—Governance of the Association	12
19. Powers of the Management Committee.....	12
20. The Executive Committee.....	12
21. Composition and membership of Management Committee.....	12
22. Election of Office Bearers and Management Committee members	13
23. Secretary	13
24. Public Officer	14
25. Treasurer.....	14
26. Casual vacancies	14
27. Removal of Management Committee members.....	15
28. Management Committee meetings and quorum	15
29. Delegation by Management Committee to sub-committee.....	16
30. Voting and decisions	16
Part 4—General meetings	18
31. Annual General Meetings—holding of meeting.....	18
32. Annual General Meetings—calling of and business at meeting.....	18



33.	Special general meetings—calling of meetings.....	18
34.	Notice	19
35.	Quorum for general meetings	19
36.	Presiding member	20
37.	Adjournment.....	20
38.	Making of decisions	20
39.	Special resolutions	21
40.	Voting.....	21
41.	Appointment of proxies.....	21
42.	Postal ballots	21
Part 5—Miscellaneous.....		22
43.	Insurance	22
44.	Funds—source	22
45.	Funds—management.....	22
46.	Change of name, objects and Constitution	22
47.	Custody of books, etc.....	22
48.	Inspection of books, etc.....	23
49.	Services of Notices.....	23
50.	Financial year	23



Part 1—Preliminary

1. **Definitions**

(1) In this constitution:

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

Executive Committee means the body comprising the office-bearers who control the day to day operation and management of the Association.

ordinary committee member means a member of the Management Committee who is not an office-bearer of the Association.

person includes an individual, a corporation and a body corporate or politic, (refer section 21 of the *Interpretation Act 1987*).

RTAA means the Rail Track Association Australia Inc

Secretary means the person holding office under this constitution as Secretary of the Association,

special general meeting means a general meeting of the Association other than an Annual General Meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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



Part 2—Objects of the Association

2. *Objects*

(1) The Objects of the Association are:

- A** To bring together specialists concerned with the design, construction, fabrication, operation and maintenance of railway track and associated infrastructure.
- B** To foster collaboration between railways, suppliers of rail infrastructure, components and equipment and those providing services in the fields of design, consultancy or contracting.
- C** To seek the participation of government and semi-government departments and bodies, universities and other institutions and research facilities with a view to encouraging the optimisation of railway operations, especially in relation to railway infrastructure performance and economics.
- D** To initiate, sponsor and/or co-operate with others in research, development and evaluation of railway infrastructure, railway track and its components.
- E** To sponsor the development of realistic standards in respect of the railway infrastructure and the practices employed in construction, operation and maintenance.
- F** To conduct meetings for the purpose of bringing together entities interested in railway infrastructure and its associated disciplines to provide a forum for the exchange of ideas, knowledge and information thereon.
- G** To disseminate information relating to railway infrastructure through technical and networking events, publications and other forms of media concerning the progress of research, new developments and assistance in the evaluation of performance and economics of railway infrastructure.
- H** To encourage all other such activities as will promote the development and improvement of railways, particularly in respect of railway infrastructure.
- I** To provide for the effective management, operation and development of the Association.

(2) Nothing in this Objects clause restricts the Association from taking any step or doing any act which it considers necessary or desirable to act in furtherance of any of its Objects, subject to the Act and this Constitution.



Part 3—Membership

3. ***Classes of Membership***

- (1) There shall be two classes of membership:
 - (a) personal membership, and
 - (b) corporate membership.

4. ***Eligibility for Membership Generally***

- (1) A person is eligible to be a member of the Association if:
 - (a) the person has, in the opinion of the Management Committee of the Association, an ongoing interest in the Objects of the Association; and
 - (b) has been nominated and approved for membership of the Association in accordance with this Constitution.

5. ***Personal Membership***

- (1) Personal membership shall only be open to natural persons who are qualified in terms of this Constitution for membership of the Association.
- (2) There shall be four types of personal membership, all of which have the same rights
 - A Ordinary Members
 - B Life Members
 - C Honorary Members
 - D Retired Members

6. ***Corporate Membership***

- (1) Corporate membership shall be open to any body corporate, Government department, bureau, or organisation, any institution, or any association, however constituted, which is qualified in terms of this Constitution for membership of the Association.
- (2) There shall be three levels of corporate membership:
 - A Classic Members
 - B Select Members
 - C Premier Members
- (3) A corporate member may elect which level of membership it chooses, subject to any conditions which the Management Committee may set.
- (4) The Management Committee is authorised to set any conditions of entry to particular levels and may set benefits for those membership levels. These shall be advised to any applicant for corporate membership at the time of application and the applicant chooses



the level of membership according to the Annual Membership Fee structure (being either Classic, Select or Premier), which have differing levels of benefits associated to them.

- (5) A corporate member must nominate a representative who is a natural person to represent the corporate member. The nominated representative may attend, and cast a vote on behalf of the corporate member at, the Annual General Meeting. If the nominated representative is not available to attend, the corporate member may send a substitute representative but shall inform the Secretary of the name of the person before any meeting.

7. *Life Membership*

- (1) Life membership may be granted to any member who in the opinion of the Executive Committee has performed long and meritorious service in pursuing the objects of the Association.

8. *Honorary Membership*

- (1) Honorary membership may be granted to any person who, in the opinion of the Executive Committee, has contributed significantly to or supported the objects of the Association or for other good reason deserves to be honoured by the Association.

9. *Nomination for membership*

- (1) A nomination of a person for membership of the Association:
 - (a) must be made by a member of the Association in writing in the form set out by the Executive Committee and published on the Association's website, 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 Executive Committee which is to determine whether to approve or to reject the nomination. As soon as practicable after receipt of the nomination, the Secretary must:
 - (a) notify the nominee, in writing, that the Executive Committee has approved or rejected the application for membership (whichever is applicable),
 - (b) if the Executive Committee approved the nomination, advise the nominee of the class or level of membership approved; and
 - (c) if the Executive Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as the Annual Membership Fee.
- (3) The Secretary must, on payment by the nominee of the amounts referred to in subclause (2) (c) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.



10. *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.

11. *Cessation of membership*

- (1) A person ceases to be a member of the Association if the person:
 - (a) in the case of personal members, dies, or
 - (b) in the case of a corporate member, is wound up, deregistered, or otherwise ceases to exist or to operate; or
 - (c) resigns membership, or
 - (d) is expelled from the Association, or
 - (e) fails to pay the Annual Membership Fee or any other fee or subscription within 6 months after the fee is due.

12. *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 one month (or such other period as the Executive 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.

13. *Register of members*

- (1) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member and the class or level of membership.
- (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 is maintained by the Secretary and the register is open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) The only information that will be made available for review is a list of the names of the members. If a member of the Association requests any additional information relating to



the register of members, other than the names of the members, then permission will be required from those members prior to being released.

- (5) All costs associated with providing copies of the register of members and obtaining permission to release details, other than the names of the members, will be met by the member requesting them at the discretion of the Secretary.
- (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 a member of the Association ceases to be a member for any reason, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14. Fees and subscriptions

- (1) A member of the Association must pay to the Association an Annual Membership Fee.
- (2) Subject to this Clause, the Annual Membership Fees for each class or level of membership are set at the Annual General Meeting and are published on the Association's website.
- (3) The Annual Membership Fee is payable once the Secretary has advised a person that they have been accepted for membership.
- (4) Membership fees shall be payable in advance, initially once the Secretary has advised a person that they have been accepted for membership, and then on:
 - (a) the anniversary of being made a member each year thereafter; or
 - (b) such other date each year that the Executive Committee nominates.
- (5) Where the Executive Committee nominates some other date other than the anniversary of being made a member, and that date would otherwise result in a member paying the Annual Membership Fee for less than a full year of membership, the Executive Committee may determine some lesser amount for that year as the Annual Membership Fee, calculated on a pro-rata amount of the Annual Membership Fee for the period of time until the nominated date.
- (6) The Management Committee may, from time to time, with the approval of the Annual General Meeting, or a Special Meeting of the Association, adopt different amounts of fees to those set out in this clause. Those amounts shall be published on the RTAA website and shall become effective on such date after publication as the Management Committee directs.



15. *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 under clause 14.

16. *Resolution of disputes*

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

17. *Disciplining of members*

- (1) A complaint may be made to the Management 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.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management 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 Management 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 Management 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 Management 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 Management Committee for having taken that action and of the member's right of appeal under this Constitution.

- (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 18, whichever is the later.

18. *Right of appeal of disciplined member*

- (1) A member may appeal to the Association in general meeting against a resolution of the Management Committee under clause 17, 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 Management 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 Management 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—Governance of the Association

19. ***Powers of the Management Committee***

- (1) Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Management Committee:
 - (a) is to control and manage the affairs of the Association, and
 - (b) is to require a report on the activities and decisions made by the Executive Committee during the period between each committee meeting, and
 - (c) 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
 - (d) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Association.

20. ***The Executive Committee***

- (1) The office bearers of the Association form the Executive Committee.
- (2) The day to day control, management, and management of the affairs of the Association is delegated by the Management Committee to the Executive Committee.

21. ***Composition and membership of Management Committee***

- (1) The Management Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the Annual General Meeting of the Association under clause 22.
- (2) The total number of Management Committee members is to be a minimum of 8 and not more than 20.
- (3) The office-bearers of the Association are as follows:
 - (a) the President,
 - (b) the Vice-Presidents (2 positions),
 - (c) the Treasurer,
 - (d) the Secretary.
- (4) A Management Committee member may hold up to 2 offices (other than both the President and Vice-President offices).



- (5) Each member of the Management Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

22. Election of Office Bearers and Management Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary management 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),
 - (b) Applications for Office Bearers must be delivered to the nominated Returning Officer 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, and
 - (b) Applications for Management Committee Members 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 Management 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 Management 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 Management Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Management Committee may direct.
- (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.

23. Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Management Committee, and
 - (b) the names of members of the Management Committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at Management 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.

24. *Public Officer*

- (1) The Secretary of the Association (or some other person appointed by the Management Committee) shall also be appointed as the public officer of the Association.
- (2) The public officer must be a person who is aged 18 years or more and who is ordinarily resident in New South Wales.
- (3) Within 28 days after taking office, the public officer must, in a form required by the Act or Regulation, notify the Director General:
 - (a) his or her full name and date of birth;
 - (b) his or her address for service; and
 - (b) the fact that he or she has taken office as public officer.

25. *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.

26. *Casual vacancies*

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management 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 conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or



- (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

27. *Removal of Management Committee members*

- (1) The Association in general meeting may by resolution remove any member of the Management 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 Management 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.

28. *Management Committee meetings and quorum*

- (1) The Management Committee must meet at least 3 times in each period of 12 months at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management 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 Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business is to be transacted by the Management 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 Management Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or



- (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to preside.

29. *Delegation by Management Committee to sub-committee*

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Management Committee thinks fit) the exercise of such of the functions of the Management 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 Management 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 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 Management 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 Management Committee.
- (6) The Management 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.

30. *Voting and decisions*

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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 28, the Management Committee may act despite any vacancy on the Management Committee.
- (4) The Executive Committee will require at least 3 office bearers to agree for a decision to be made and actions taken on behalf of the Association.



- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.



Part 4—General meetings

31. ***Annual General Meetings—holding of meeting***

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

32. ***Annual General Meetings—calling of and business at meeting***

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 31, to be convened on such date and at such place and time as the Management 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 Management Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and Management 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 such in the notice convening it.

33. ***Special general meetings—calling of meetings***

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.



- (4) If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

34. 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 14 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 clause 24 (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.

35. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 5 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.

36. *Presiding member*

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

37. *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.

38. *Making of decisions*

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



39. *Special resolutions*

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

40. *Voting*

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

41. *Appointment of proxies*

- (1) A member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out by the Executive Committee and published on the Association's website.

42. *Postal ballots*

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 18).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.



Part 5—Miscellaneous

43. ***Insurance***

- (1) The Association shall effect and maintain insurance as required by law, and may effect and maintain such other insurance based on the nature of its known risk profile, as the Executive Committee sees fit.

44. ***Funds—source***

- (1) The funds of the Association are to be derived from Annual Membership Fees, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management 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.

45. ***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 Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Committee, being members authorised to do so by the Management Committee.
- (3) At least 2 members of the Executive Committee, not including the Treasurer, must approve any expenditure in writing (including email), so that the Treasurer can perform online transfers of the Association's funds.

46. ***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 in accordance with section 10 of the Act is to be made by the public officer or an Executive Committee member.

47. ***Custody of books, etc***

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



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 Management 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 to the Association of the costs associated with providing copies of the documents.

49. *Services 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.