

CONSTITUTION OF
FIRST MARDI GRAS INCORPORATED

INC 1700543

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Part 1 Preliminary

1 Purpose and objectives

- (1) The overarching purpose of First Mardi Gras is to provide a collective voice for participants at the first Sydney Gay and Lesbian Mardi Gras (SGLMG) on June 24th, 1978 and/or subsequent related events in 1978. These events comprise protests against police action at the first SGLMG, which took place at:
 - a) Darlinghurst and Central Police Stations, 25th June 1978;
 - b) Central Court Sydney, 26th June 1978;
 - c) March from Martin Place to Darlinghurst Police Station, 15th July 1978;
 - d) March to Taylor Square and Hyde Park, 27th August 1978.
- (2) The group of individuals defined in sub-section (1), comprised of lesbian, gay, transgender, bisexual and heterosexual people, are commonly known as the 78ers.
- (3) The objectives of First Mardi Gras are to:
 - a) Ensure recognition of the 78ers as the foundation generation of today's SGLMG and that SGLMG has, at its roots, the social and political struggle by early activists against oppression and discrimination of lesbians, gay men, transgender and bisexual people, and their heterosexual supporters.
 - b) Ensure broad community understanding of the human rights issues associated with the mass civil unrest that took place in Sydney in June, July and August 1978, as described in section 1 (1) which resulted in a total of 178 arrests; particularly the acts of violence and forceful arrests by NSW Police on the night of June 24th 1978, actions for which a formal apology was made by the NSW Parliament in March 2016.
 - c) Provide inspiration and affirmation to younger LGBTQI (lesbian, gay, bisexual, transgender, queer and intersex) people and instil a sense of pride and identity by linking them to our community history.
 - d) Increase understanding of human rights issues affecting LGBTQI people and advocate for protection of these rights.
 - e) Provide a network of connection and support to individual members.
 - f) As an ageing community, advocate for appropriate support and services to members.
 - g) Provide advisory services, as requested, to government, community and the private sector, subject to these requests being consistent with the objectives of First Mardi Gras Incorporated.

2. Definitions

- (1) In this constitution:

committee member means a member of the First Mardi Gras committee.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, and
- (b) the public officer 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 2016*.

- (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) There are three classes of membership:
 - (a) Full Members, who are natural persons and 78ers as defined in Section 1;
 - (b) Associate Members, who are natural persons and supporters of 78ers and the objectives of First Mardi Gras; and
 - (c) Organisation Members, which are not-for-profit organisations that support 78ers and the objectives of First Mardi Gras.
- (2) Only Full Members have the right to vote at meetings of the association.
- (3) A person or organisation is eligible to be a member of the association if:
 - (a) they meet the definitions in subclause 2(1); and
 - (b) have applied and been approved for membership of the association in accordance with clause 3.
- (4) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

4 Application for membership

- (1) An application 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 of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary 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 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 approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, 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 of the association.

5 Cessation of membership

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

- (a) dies if the member is a natural person, or ceases to exist or becomes insolvent if the member is an organisation, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is due.

6 Membership entitlements not transferable

A right, privilege or obligation which a person or organisation has by reason of being a member of the association:

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

7 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.

8 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the full name, date of birth (if a natural person), postal, residential and email address and phone number (where applicable) of each member of the association, together with the date on which the person or organisation 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 an electronic copy of any part of the register.

- (5) 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.
- (6) A member must not use information about a person or organisation obtained from the register to contact or send material to the person or organisation, other than for:
 - (a) the purposes of sending the member 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.

9 Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of:
 - (a) \$10 or \$5 for low income individuals who are Full or Associate Members; or
 - (b) \$50 for not-for-profit groups that are Organisation Members; or
 - (c) 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 \$10 or \$5 for low income individuals or \$50 for Organisation Members or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

10 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the 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 8.

11 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 2010* applies to a dispute referred to arbitration.

12 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.
- (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 12.
- (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 13,whichever is the later.

13 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 12, 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 Full 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 the Full Members of the association.

Part 3 The committee

14 Powers of the committee

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.

15 Composition and membership of committee

- (1) Membership of the committee is restricted to Full Members of the association.
- (2) The committee is to consist of:
 - (a) 2 Co-Chairs
 - (b) a Secretary who shall also be the Public Officer
 - (c) a Treasurer and
 - (d) a minimum of 2 and a maximum of 4 other committee members each of whom is to be elected at the annual general meeting of the association under clause 16.
- (3) The total number of committee members is to be a minimum of 6 and a maximum of 8, with the intention that the committee has equal numbers of women and men.
- (4) A committee member may hold up to 2 offices.
- (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.

16 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 financial Full 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 other 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.

17 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of her or his address.
- (2) It is the duty of the secretary to ensure that minutes are taken and retained securely (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 chair of the meeting or by the chair of the next succeeding meeting.
- (4) The signature of the chair may be transmitted by electronic means for the purposes of subclause (3).

18 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a Full 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 19, 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.

20 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary 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.

21 Committee meetings and quorum

- (1) The committee must meet at least 6 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened 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 that the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Where the total number of committee members is less than 8, any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee; where the total number of committee members is 8, any 5 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 and re-scheduled.
- (8) A member chosen by committee members present at the meeting shall chair.

22 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.

23 Delegation by committee to sub-committee

- (1) The committee may, delegate in writing to one or more sub-committees (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 delegation 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 delegation.

- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) The committee may in writing, revoke wholly or in part any delegation under this clause.
- (6) A sub-committee may meet and adjourn as it thinks proper.

24 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 chairing the meeting) is entitled to one vote.
- (3) Subject to clause 21 (5), the committee may act despite any vacancy on the committee.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 3 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 3 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) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee decides.
- (2) In addition to any other business that 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 other 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.

27 Special general meetings - calling of

- (1) The committee may, whenever it decides, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of Full Members, convene a special general meeting of the association.
- (3) A requisition of Full 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 Full Members for the meeting is lodged with the secretary, any one or more of the Full 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 Full 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.

28 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 (Full, Associate and Organisation) specifying the place, date and time of the meeting, 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 (Full, Associate and Organisation) 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 26 (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.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting (annual and special) unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten Full 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 Full 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 Full Members present (being at least 6) are to constitute a quorum.

30 Chair of general meeting

The Committee will appoint a chair for each general meeting of the association.

31 Adjournment

- (1) The chair of a general meeting at which a quorum is present may, with the consent of the majority of Full 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.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands by Full Members or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) If 6 or more Full 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 chair 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) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of the association a Full Member has one vote only, and Associate and Organisation Members are not entitled to vote.
- (2) 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.
- (3) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Proxy votes permitted

- (1) Proxy voting may be undertaken at or in respect of a general meeting.
- (2) Proxies must be delivered to the Secretary at least 5 days before the date fixed for the general meeting.

36 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 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

39 Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations, grants, gifts and sponsorships 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.

40 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 cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

Subject to the Act and the Regulation, the assets and income of the association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

42 Distribution of property on winding up of association or revocation of Deductible Gift Recipient endorsement

- (1) Subject to the Act and the Regulations, in a winding up of the association or revocation of Deductible Gift Recipient endorsement, all remaining gifts, deductible contributions and money received in relation to such gifts and contributions shall be transferred to another Deductible Gift Recipient with similar objects, which is charitable at law.
- (2) In this clause, a reference to all remaining gifts, deductible contributions and money received in relation to such gifts and contributions of the association is a reference to funds and 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.

- (3) Any funds and property remaining after the distributions required by subsections (1) and (2) shall be transferred to another organisation with similar objects which is not carried on for the profit or gain of its individual members.

43 Change of name, objects and constitution

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.

44 Custody of books etc

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.

45 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 an electronic copy of any of the documents referred to in subclause (1)
- (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.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person or organisation:
 - (a) by delivering it to the person or organisation personally, or
 - (b) by sending it by pre-paid post to the address of the person or organisation, or
 - (c) by sending it by facsimile or email or some other form of electronic transmission to an address specified by the person or organisation 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, email 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.

47 Financial year

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.