

Killara High School Parents and Citizens Association

INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

INC 1501271

ABN 28 714 469 933

Constitution

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PART 1 : PRELIMINARY

1. DEFINITIONS

a. In this constitution:

Annual Subscription: A fee charged for 1 year of Membership

Application Fee: A fee charged for submitting a Membership Application.

Association: Killara High School Parents and Citizens Association, an association incorporated under the NSW Associations Incorporation Act 2009.

By-Laws: The by-laws of the Association as properly passed and amended from time to time, in order to implement the rights, obligations, duties and responsibilities as set out in this Constitution

Chairperson: the person presiding at a meeting

Clause: a clause in this Constitution

Constitution: this document

Dates and Times: are defined according to Australian Eastern local time.

Director-General: has the meaning defined in the Act

Executive Committee: a committee of Members elected to control and manage the affairs of the Association.

Executive Committee Member: a member of the Executive Committee.

Extraordinary General Meeting: a General Meeting called by the Members.

Fees: The fees charged by the Association, including Application Fees and Annual Subscriptions

General Meeting: a duly convened meeting of the Members.

Joint Member: a single Membership consisting of two or more entities.

(Acronym) or the School: KHS, Killara High School

Member: a member of the Association

Membership Application: an application for Membership of the form as attached to this Constitution

Office-Bearer: a member of the Executive Committee who is an office-bearer

Parents: are parents or legal guardians of a student or students enrolled at the School in the year for which membership is sought. A reference to "parent" in this Constitution includes a reference to a legal guardian.

Public Officer: the public officer of the Association

Rules: are the Constitution and the By-Laws of the Association

Secretary: the person elected to the office of Secretary, or if no such person holds that office the Public Officer

Student: a child registered as a student at the School in the year for which membership is sought

Special General Meeting: a General Meeting called by the Executive Committee, other than an Annual General Meeting

Special Resolution: a resolution put to a General Meeting and required to be approved by three-quarters of the Members present and entitled to vote

Sub-Clause: a sub-clause of a Clause.

Sub-Committee: a committee consisting of such Members as the Executive Committee thinks fit.

Treasurer: the person elected to the office of Treasurer, or if no such person holds that office the Public Officer

The Act: the Associations Incorporation Act 2009 (NSW)

The Education Act: the Education Act 1990 (NSW)

The Regulations: the Associations Incorporation Regulation 2010 (NSW)

- b. In this Constitution:
- i. a reference to a function includes a reference to a power, authority and duty; and
 - ii. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c. The provisions of the Interpretation Act 1987 apply to this Constitution in the same manner as those provisions would apply if this Constitution was an instrument made under the Act.

2. OBJECTS

The objects of the Association are to:

- a. to promote the interests of the school by bringing parents, students and teaching staff into close co-operation;
- b. to raise funds solely for the purpose of providing or improving facilities and equipment for the School and in promoting the recreation and welfare of the students at the School;
- c. to provide a mechanism whereby the Department of Education can communicate and work with the parents of the School's students; and
- d. do any and all such things as are conducive or incidental to the attainment of these objects.

3. FUNCTIONS

The functions of the Association are to:

- a. To inform the Minister for Education and Communities on the material requirements of the school and to advise on the subject of maintenance of the school, alterations and additions to school facilities and the selection of new sites.
- b. To assist and co-operate with the teaching staff in public functions associated with the school.
- c. To be responsible for the election of parent representatives to any school council constituted at the school in consultation with the Principal or the school to ensure consistency with any guidelines for election issues by the Secretary of Education and Communities.

PART 2 : MEMBERSHIP

4. MEMBERSHIP GENERALLY

An entity is eligible to be a Member if:

- a. the entity is:
 - i. a natural person; or
 - ii. any other type of entity approved by the Executive Committee; and
- b. the entity is:
 - i. a parent of a Student enrolled at the School in the year for which membership is sought; and
 - ii. a citizen within the school community; and
- c. the entity has paid their Membership fees in accordance with this Constitution.

5. REGISTER OF MEMBERS

- a. The Association shall establish and maintain a register of Members, specifying the name and a contact detail of each person who is a Member together with the date upon which the person became a Member.
- b. The register of Members shall be kept in New South Wales:
 - i. at the main premises of the Association; or
 - ii. if the Association has no premises, at the Association's official address.
- c. If a Member requests that any personal information contained on the register (other than the Member's name) not be available for inspection that information must not be made available for inspection.
- d. A Member shall not use information about a person obtained from the register to contact or send material to the person, other than for:
 - i. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - ii. any other purpose necessary to comply with a requirement of the Act or the Regulations.

6. FEES

- a. Members are required to pay an Annual Membership Fee as determined by a majority vote at the Annual General Meeting
- b. The Association shall, upon receipt of Members details and payment of the Application Membership Fee, cause the Applicant's details to be entered in the register of Members and, upon the details being so entered, the Applicant shall become a Member.

7. CESSATION OF MEMBERSHIP

A person ceases to be a Member if the person:

- a. dies; or
- b. becomes mentally incapacitated; or
- c. resigns their Membership; or
- d. is expelled from the Association; or
- e. fails to pay any fees or subscriptions or other outstanding monies within 3 months of the due date.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

Any right, privilege or obligation that any person has by reason of being a Member:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon cessation of the person's Membership.

9. RESIGNATION OF MEMBERSHIP

- a. A Member may resign their Membership by giving to the Secretary written notice of their intention to resign and, upon entry of such notice into the register of Members, the Member shall cease to be a Member.
- b. If a Member ceases to be a Member under Sub-Clause (a), and in every other case where a Member ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

10. LIABILITY OF MEMBERS

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of their Membership.

11. DISCIPLINING OF MEMBERS

- a. A complaint may be made to the Executive Committee by any person that a Member:
 - i. has refused or neglected to comply with a provision or provisions of this Constitution or its By-Laws; or
 - ii. has wilfully acted in a manner prejudicial to the interests of the Association.
- b. The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - i. shall cause notice of the complaint to be served on the Member concerned; and
 - ii. shall give the Member at least 14 days from the time the notice to make submissions to the Executive Committee in connection with the complaint; and
 - iii. shall take into consideration any submissions made by the Member in connection with the complaint.
- d. The Executive Committee may expel the Member from the Association or suspend the Member 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 expulsion or suspension is warranted in the circumstances.

- e. If the Executive Committee expels or suspends a Member, the Secretary shall, within 7 days of such action being taken, give written notice to the Member of the action taken, of the reasons given by the Executive Committee for taking that action and of the Member's right of appeal under this Constitution.
- f. Any expulsion or suspension does not take effect:
 - i. until the expiration of the period within which the Member is entitled to appeal against such a resolution; or
 - ii. if within that period the Member exercises their right of appeal, unless and until the Association confirms such resolution under Clause 13, whichever is the later.

12. RESOLUTION OF DISPUTES

- a. Any dispute between a Member and another Member or Members (in their capacity as Members), is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- b. 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.
- c. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a. A Member may, within 7 days of a notice being served, appeal to the Association in General Meeting against a resolution of the Executive Committee under Clause 11, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of such appeal.
- c. On receipt of a notice from a Member under Sub-Clause (a), the Secretary shall notify the Executive Committee, which is to then convene a General Meeting of the Association to be held within 28 days of the date on which the Secretary received such notice.
- d. At a General Meeting of the Association convened under Sub-Clause (c):
 - i. no business other than the question of the appeal is to be transacted; and
 - ii. the Executive Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii. the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. The question of the appeal is to be determined by a simple majority.

PART 3 : THE EXECUTIVE COMMITTEE

14. POWERS OF THE EXECUTIVE COMMITTEE

Subject to the Act, the Regulations and this Constitution, and to any resolution passed by the Association in General Meeting, the Executive Committee:

- a. is to control and manage the affairs of the Association; and
- b. may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised at a General Meeting; and
- c. has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

15. COMPOSITION OF THE EXECUTIVE COMMITTEE

- a. The Executive Committee is to consist of no less than five Members, being:

- i. Office Bearers; and
- ii. ordinary Members,

each of whom is to be elected at an Annual General Meeting under Clause 16.

- b. The Office-Bearers of the Association are to be:

- i. the President;
- ii. the Vice-President;
- iii. the Treasurer; and
- iv. the Secretary,

one of whom shall be appointed to the position of Public Officer. The Executive Committee may include two Vice-Presidents in any given year.

- c. An Executive Committee Member may hold up to two offices (other than both the President and Vice-President offices).
- d. Each Executive Committee Member shall hold office until the conclusion of the Annual General Meeting immediately following their election.
- e. Any retiring Executive Committee Member is eligible for re-election, subject to any term-limits that may be approved.
- f. Each Executive Committee Member must be:
 - i. at least 18 years of age; and
 - ii. a resident of New South Wales.
- g. No Executive Committee Member may:
 - i. hold a salaried office of the Association; or
 - ii. be paid fees in respect of work done for or on behalf of the Executive Committee other than reimbursement for approved expenses done on behalf of the P&C.

- h. Each Executive Committee Member shall familiarise themselves with the details of this Constitution, the By-Laws, and their rights and responsibilities under the Act and the Regulations.

16. ELECTION OF EXECUTIVE COMMITTEE

- a. Nominations of candidates for election as Office-Bearers or as Executive Committee members:
 - i. Must be nominated and seconded at an annual General Meeting by financial members who have been members for at least 2 months.
- b. If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected.
- c. If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- d. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f. The ballot for the election of office-bearers and ordinary members of the Executive Committee is to be conducted at an Annual General Meeting in accordance with the By-Laws.
- g. Office-bearers shall, as soon as practicable after being so appointed, lodge notice with the Association of their address and contact details.

17. SECRETARY

- a. It is the duty of the Secretary to keep minutes of:
 - i. all appointments of Office-Bearers and Executive Committee Members; and
 - ii. the names of Executive Committee Members present at each meeting of the Executive Committee or at a General Meeting; and
 - iii. all proceedings at Executive Committee meetings and General Meetings.
- b. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting, or by the chairperson of the next succeeding meeting.

18. TREASURER

It is the duty of the Treasurer to ensure:

- a. that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- b. that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- c. that appropriate controls and procedures are in place for sub committees and business units of the association.

19. CASUAL VACANCIES

- a. A casual vacancy in the Executive Committee occurs if an Executive Committee Member:
- i. dies; or
 - ii. resigns office by notice in writing given to the Secretary; or
 - iii. is removed from office under Clause 20; or
 - iv. ceases to be a Member; or
 - v. is absent without the consent of the Executive Committee from three consecutive meetings of the Executive Committee; or
 - vi. becomes mentally incapacitated; or
 - vii. becomes insolvent or under administration as defined in the Corporations Act 2001; or
 - viii. is convicted of an offence involving fraud or dishonesty; or
 - ix. 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.
- b. In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Member to fill the vacancy and the Member so appointed is to hold office until the conclusion of the Annual General Meeting next following the date of their appointment.
- c. Where the position of Public Officer becomes vacant, the Executive Committee shall within 14 days appoint a new Public Officer, and so notify the Director-General.

20. REMOVAL OF COMMITTEE MEMBERS

- a. The Association in a General Meeting may by resolution remove any Executive Committee Member and appoint another person to hold office until the expiration of the term of office of the Member so removed.
- b. If an Executive Committee Member, to whom a proposed resolution referred to in Sub-Clause (a) 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, then the Secretary or the President may send a copy of the representations to each Member or, if the representations are not so sent, the Member making the representation is entitled to require that the representations be read out at the General Meeting at which the resolution is to be considered.

21. EXECUTIVE COMMITTEE MEETINGS AND QUORUM

- a. The Executive Committee shall meet no less than six times in each period of 12 months at such place and time as the Executive Committee may determine.
- b. Additional meetings of the Executive Committee may be convened by the President or by any Executive Committee Member.
- c. Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee no less than 48 hours (or such other period as may be unanimously agreed by the members of the Executive Committee) before the time appointed for the meeting.
- d. Notice of a meeting given under Sub-Clause (c) shall 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 Executive Committee Members present at the meeting unanimously agree to treat as urgent business.

- e. A quorum for the transaction of the business at a meeting of the Executive Committee shall be the greater of three, or one half of the number of persons currently sitting on the Executive Committee, and must include at least two Executive Committee Members.
- f. No business is to be transacted by the Executive 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.
- g. 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.
- h. At a meeting of the Executive Committee:
 - i. the President or, in the President's absence, the Vice-President is to preside as chairperson at each meeting of the Executive Committee; or
 - ii. if the President and the Vice-President are absent or unwilling to act, the Executive Committee Members present may either adjourn the meeting, or elect one of their number to preside as chairperson at the meeting.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- a. The Executive Committee may, by instrument in writing, delegate to one or more Sub-Committees the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
 - i. this power of delegation; and
 - ii. a function being a duty imposed on the Executive Committee by the Act or by any other law.
- b. A function the exercise of which has been delegated to a Sub-Committee may be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- c. 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 delegation.
- d. Despite any delegation under this Clause, the Executive Committee may continue to exercise any function so delegated.
- e. Any act or thing done 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 by the Executive Committee.
- f. The Executive Committee may in writing revoke wholly or in part any delegation under this Clause.
- g. A Sub-Committee may meet, conduct business or adjourn as it thinks proper.

23. VOTING AND DECISIONS

- a. Executive Committee
 - i. Matters arising at any meeting of the Executive Committee are to be determined by a majority of the votes of Executive Committee Members in person and present at the meeting.
 - ii. Each Executive Committee Member present at a meeting of the Executive Committee is entitled to one vote.

- iii. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - iv. Voting by proxy is not permitted at or in respect of any meeting of the Executive Committee.
- b. Sub-Committees
- i. Questions arising at any meeting of any Sub-Committee are to be determined by a majority of the votes of Sub-Committee members present at the meeting.
 - ii. Each Executive Committee Members present at a meeting of the Executive Committee is entitled to one vote.
 - iii. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - iv. Voting by proxy is not permitted at or in respect of any meeting of any Sub-Committee.
- c. Subject to having a quorum, the Executive Committee or any Sub-Committee may act and conduct business despite there being a casual vacancy.
- d. Any act or thing done, or purporting to have been done, by the Executive Committee or by a Sub-Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or Sub-Committee.

PART 4 : GENERAL MEETINGS

24. ANNUAL GENERAL MEETINGS

- a. The Association must hold its first Annual General Meeting within 18 months of registration.
- b. The Association shall hold subsequent Annual General Meetings:
 - i. within 6 months of the close of the Association's financial year; or
 - ii. within such later time as may be allowed by the Director-General or the Regulations.

25. ANNUAL GENERAL MEETINGS - BUSINESS

- a. An Annual General Meeting may, subject to Clause 24, be convened on such date and at such place and time as the Executive Committee thinks fit.
- b. In addition to any other business that may be transacted at an Annual General Meeting, the business at an Annual General Meeting shall include:
 - i. confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - ii. receiving reports from the Executive Committee and the Centre Director on the activities of the Association since the previous Annual General Meeting;
 - iii. receiving a report from the Treasurer as to the financial affairs of the Association;
 - iv. election of Executive Committee Members, including Office-Bearers;
 - v. receiving and consideration of any other report required to be submitted to Members; and
 - vi. if the accounts of the Association are required to be audited:
 - A. receiving a report from the Auditor as to the financial affairs of the Association; and
 - B. formalising the appointment of an Auditor for the forthcoming year.
- c. An Annual General Meeting shall be specified as such in the notice by which it is convened.

26. SPECIAL GENERAL MEETINGS

- a. The Executive Committee may convene a Special General Meeting as it thinks fit.
- b. The Executive Committee shall, upon the requisition in writing of at least 5 per cent of the total number of Members, convene a Special General Meeting.
- c. A requisition by Members for an Extraordinary General Meeting:
 - i. shall state the purpose or purposes of the meeting; and
 - ii. must be signed by the Members making the requisition; and
 - iii. must be lodged with the Secretary; and
 - iv. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

- d. If the Committee fails to convene an Extraordinary General Meeting to be held no later than 1 month of the date upon which a requisition by Members is validly lodged, any one or more of the Members who made the requisition may convene an Extraordinary General Meeting which must be held no later than 3 months from such date.
- e. An Extraordinary General Meeting convened as provided for in Sub-Clause (d) must be convened in a manner as nearly as practicable the same as the manner in which General Meetings are usually convened by the Executive Committee.

27. NOTICE OF GENERAL MEETING

- a. The Secretary shall, no less than:
 - i. for a meeting to consider only Ordinary Resolutions : 14 days
 - ii. for a meeting to consider any Special Resolution : 21 daysbefore the date fixed for the holding of a General Meeting, cause notice to be given to each Member specifying:
 - A. the place, date and time set for the meeting;
 - B. the nature of the business proposed to be transacted at the meeting; and
 - C. details of each resolution to be voted upon at the meeting, stating whether each is an Ordinary Resolutions or a Special Resolution.
- b. A Member wanting to bring any business before a General Meeting must give notice in writing of such business to the Secretary, who shall include that business in the notice calling the next following General Meeting.

28. QUORUM FOR GENERAL MEETINGS

- a. No item of business is to be transacted at a General Meeting unless a quorum is present.
- b. Nine Members present in person and entitled to vote shall constitute a quorum for a General Meeting.
- c. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - i. if convened on the requisition of Members, shall be dissolved; and
 - ii. in any other case, shall stand adjourned to the same day in the following week at the same time and place.
- d. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Members present (being at least three) may constitute a quorum.

29. PRESIDING MEMBER

- a. The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting.
- b. If the President and the Vice-President are absent or unwilling to act, the Members present may either adjourn the meeting, or elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT

- a. 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, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting for which the adjournment was made.
- b. Any suitable time or place may be specified for the adjourned meeting by the person presiding at the meeting at the time of the adjournment.
- c. If a General Meeting is adjourned for 14 days or more, the Secretary shall give notice of the adjournment to each Member, stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at the meeting.
- d. Except as provided in Sub-Clause (c), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. DETERMINATIONS

- a. A question arising at a General Meeting is to be determined by either:
 - i. a show of hands; or
 - ii. if on the motion of the chairperson or if 5 or more Members present at the meeting require that the question should be determined by a written ballot - a written ballot.
- b. If a question is to be determined by a show of hands, a declaration by the chairperson that a resolution has 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.
- c. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. SPECIAL RESOLUTIONS

A Special Resolution may be passed only by the votes of three-quarters of the Members present and entitled to vote, or as otherwise in accordance with section 39 of the Act.

33. VOTING

- a. On any question arising at a General Meeting of the Association a Member has one vote only.
- b. In the case of an equality of votes on a question at a General Meeting, the Chairperson is entitled to exercise a second or casting vote.
- c. A Member is not entitled to vote at any General Meeting unless all money due and payable by the Member to the Association has been paid.
- d. A Member is not entitled to vote at any General Meeting if the Member is less than 18 years of age.

34. PROXY VOTES NOT PERMITTED

Voting by proxy is not permitted at or in respect of any General Meeting.

35. POSTAL BALLOTS

- a. The Association may hold a postal ballot to determine any resolution other than an appeal under Clause 13.
- b. Any postal ballot is to be conducted in accordance with Schedule 3 of the Regulations.

PART 5 : MISCELLANEOUS

36. INSURANCE

- a. The Association must have public liability insurance and must comply with regulations in relation to insuring employees and volunteers.
- b. The Association may effect and maintain any other insurance that the Executive Committee deem appropriate.

37. FUNDS - SOURCE

- a. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association at a bank or other authorised deposit-taking institution.
- b. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt if so requested.

38. FUNDS - MANAGEMENT

- a. The funds of the Association may be used only in pursuance of the objects of the Association in such manner as may be determined by the Executive Committee.
- b. The Executive Committee is to carry out due diligence on how funds are invested:
 - i. Investments should be of a conservative risk nature; or
 - ii. In line with a risk appetite approved by special resolution at an Annual General Meeting.
- c. Any cheques, drafts, bills of exchange, promissory notes or other negotiable instruments are to be signed by no less than two Executive Committee Members who have been authorized; except in the exemption of business operating accounts where the executive may delegate authority to association members responsible for those business units.
- d. Subcommittees with delegated authority:
 - i. Must prepare a budget to be approved by the executive committee and made available to association members on request;
 - ii. Must operate within the approved budget unless special approval has been given by the Executive Committee that complies with the responsibilities of the Executive Committee;
 - iii. Must comply with the bylaws in regards to limits on agreements that can be entered into; and
 - iv. Must comply with the bylaws in relation to signing requirements and limits of authority.

39. CHANGE OF NAME, OBJECTS OR CONSTITUTION

Any application for a change in the Association's name, objects, or Constitution may only be made by the Public Officer or an Executive Committee Member so authorised by a Special Resolution.

40. CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Public Officer shall keep in their custody or under their control all records, books and other documents relating to the Association.

41. INSPECTION OF BOOKS

The following documents shall be open to inspection, upon request by any Member at a reasonable hour and free of charge:

- a. the Constitution;
- b. the By-laws;
- c. all records, books and other financial documents of the Association;
- d. register of Members; and
- e. minutes of all Executive Committee meetings and General Meetings.

42. NOTICES

- a. A notice may be served upon or given to a Member:
 - i. by delivering it to the person personally; or
 - ii. by sending it by pre-paid post to the address of the person as recorded in the register of Members; or
 - iii. by sending it by email or facsimile transmission or some other form of electronic transmission to an address specified by the person for receiving such notices.
- b. A notice is taken to have been given or served:
 - i. in the case of a notice given or served personally, on the date on which it is delivered;
 - ii. in the case of a notice sent by pre-paid post, on the date when it would reasonably have been delivered in the ordinary course of post; or
 - iii. in the case of a notice sent by email or facsimile transmission or some other form of electronic transmission, on the date it is sent.
- c. In the case of General Meetings:
 - i. a notice may be given by publishing it in a prominent location on the Association's website; and
 - ii. a notice is taken to have been given on the day it is published.

43. FINANCIAL YEAR

The financial year of the Association is:

- a. the period commencing on the date of the adoption of this Constitution and ending on the following 31 December; and
- b. thereafter each period commencing on 1 January and ending on the following 31 December.

44. IN WRITING

The term 'in writing' shall include commonly accepted forms of communication, including electronic communication, as approved from time to time by the Executive Committee, providing that such communications have a means whereby the identity of the sender can be reasonably determined and verified.

45. AUDITOR

If the accounts of the Association are required to be audited:

- a. The auditor or auditors shall examine all accounts, receipts, and books of the Association, and furnish a report thereon to the Members at each Annual General Meeting;
- b. Audits shall be conducted at regular intervals of not more than twelve months;
- c. An auditor shall not be, or be an associate of, an Executive Committee Member; and
- d. An auditor shall be entitled to attend and be heard at an Annual General Meeting where:
 - i. their Audit report is to be received or considered; or
 - ii. another Auditor is to be appointed.