

# The Rules of the Lindfield Montessori Society Incorporated

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## Part 1 Preliminary

### 1 Name

The name of the association is Lindfield Montessori Society.

### 2 Definitions

(1) In these rules:

**Director-General** means the Director-General of the Department of Fair Trading.

**ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**secretary** means:

(a) the person holding office under these rules as secretary of the association, or

(b) if no such person holds that office – 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*.

**the association** means Lindfield Montessori Society.

**the committee** means the members for the time being of the committee of management of the association.

**the seal** means the common seal of the association.

**member** or **members** means respectively a member and members for the time being of the association.

**parent** unless the context otherwise indicates means a parent of one or more children enrolled in one of the schools run by the association and shall include a guardian of such child or children.

(2) In these rules:

(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 these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

### 3 Objects of the Society

The objects for which the association is established are:

(1) To contribute to the education facilities of the State of New South Wales by establishing and maintaining in such suitable places that might be thought convenient Montessori pre-schools and Montessori schools and Training Centres of the highest standard for the purpose of achieving the objects mentioned in rules 3(2) to 3(7) inclusive.

- (2) To provide schools with environments that develop in each child a positive attitude towards school, help each child develop self-confidence as an independent learner, assist each child in building a habit of concentration, foster in each child an abiding curiosity, develop habits of initiative and persistence, foster inner security and sense of order in the child, help each child develop his sensory-motor skills, sharpen his ability to discriminate and judge, help the child develop socially, help the child develop his creative intelligence and imagination. To provide academic preparation for transition to the next stage in school in line with the prevailing standards.
- (3) To strive for co-operation between teacher, other educators, parents and children and to provide regular educational and social opportunities for close relationships to be formed between the teachers, pupils and parents and to involve parents in aspects of the day-to-day work of the schools.
- (4) To apply the latest findings from education, psychology and related fields as applicable to a Montessori School to the improvement of learning within the schools.
- (5) To stimulate public interest in Montessori education and modern approaches to learning.
- (6) Through its schools to act as a demonstration centre from which Montessori educational practices and other educational innovations may diffuse to other schools.
- (7) To provide tuition travelling facilities and attendance and all necessaries and conveniences to pupils.

#### **4 Powers of the Society**

For the achievement of the foregoing objects the society shall have and shall be deemed always to have the following powers:

- (1) To purchase take on lease or in exchange hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the association and to provide such means of recreation as may be thought expedient from time to time.
- (2) To operate a school known as The Children's House Montessori Preschool and all matters and powers incidental to that, including without limitation to provide for the delivery and holding of lectures games concerts dramatic or other entertainment exhibitions public or other meetings classes conferences and seminars calculated directly or indirectly to promote the cause of education and particularly of Montessori education.
- (3) To found and endow scholarships bursaries and exhibitions within the school or schools or at any other educational institution.
- (4) To provide relief benevolence and assistance by means of pecuniary or other help to pupils of any of the school whether run by or affiliated with the association by way of concessions in fees or other ways.
- (5) To accept and take any gift of real and personal property whether subject to any special trust or not for any one or more of the objects of the association but subject always to the proviso in rule 4(9).
- (6) To take such steps by personal or written appeals public meeting or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the association in the shape of donations, annual subscriptions or otherwise so far as the law may allow.
- (7) In furtherance of the objects of the association, to print and publish any newspapers, periodicals, books or leaflets that the association may think desirable and to arrange television and radio broadcasting sessions and use other media of public communication.
- (8) To purchase take on lease or enter into any agreement for lease or exchange or hire or otherwise acquire and whether by gift demise bequest or in any other manner from any person company or association any real or personal property of any description or any interest therein including land buildings easements and any other rights and to execute transfers leases mortgages securities and other instruments pursuant of carrying out all or any of the objects of the association or of a kind necessary or convenient for the purpose of any such objects.
- (9) To sell manage lease mortgage dispose of or otherwise deal with all or any part of the real and personal property of the association, provided that in case the association shall take hold any property subject to any trusts it shall only deal with the same as allowed by law having regard to such trusts.
- (10) To enter into any such arrangements with any Government or authority supreme municipal local or otherwise that may seem conducive to the association's objects or any of them; and to obtain from

any such Government or authority any rights privileges and concessions which the association may think it desirable to obtain; and to carry out exercise and comply with any such arrangements rights privileges and concessions.

- (11) To borrow or raise money or secure payment of money required for any of the objects of the association or for the satisfaction or performance of any obligation or liability incurred or undertaken by the association in such a manner as the association may from time to time think fit; and in particular but without restricting the generality of the foregoing to borrow or raise money by overdrawn account at a Bank or by mortgage or charge upon the undertaking of the real and/or personal property of the association or any part thereof or by two or more of these ways together or to borrow or raise money on the security of bills of exchange, promissory notes bonds mortgages deposit receipts or notes or any other security or obligation and/or to borrow money without giving any security therefore and upon such terms as to priority or otherwise as the association shall think fit and to purchase, redeem and pay off any such securities or loans.
- (12) To invest and deal with any of the moneys of the association not immediately required for any of its objects upon such securities and in such manner as may be permitted by law for the investment of trust funds and in building societies.
- (13) To draw make accept endorse discount execute and issue cheques promissory notes bills or exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (14) To subscribe to become a member of and co-operate with any other company, association or organisation, that is a registered or exempt charity, whether incorporated or not, whose objects are altogether or in part similar to those of the association, provided that the association shall not subscribe to or support with its funds any company, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as that imposed on the association under or by virtue of rule 37.
- (15) In furtherance of the objects of the association, to amalgamate with any one or more other organisations that:
  - (a) have similar objects and
  - (b) have rules that prohibit the distribution of assets and income to members and
  - (c) are exempt from income tax.
- (16) In furtherance of the objects of the association, to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies institutions societies clubs associations or bodies with which this association is authorised to amalgamate.
- (17) In furtherance of the objects of the association, to transfer all or any part of the property assets liabilities and engagements of this association to any one or more of the companies institutions societies clubs associations or bodies with which this association is authorised to amalgamate.
- (18) In furtherance of the objects of the association, to assist or take part in any manner in any charitable or philanthropic cause or purpose whatsoever and to subscribe to any public national local or other charities and to grant donations for any public purpose.
- (19) In furtherance of the objects of the association, to promote societies and associations of the kind with which this association is authorised to amalgamate.
- (20) To engage such headmasters teachers instructors administrators accountants clerks workmen both skilled and unskilled and other officers and servants as shall be required and found necessary from time to time for the property working of the association and to terminate at pleasure the services of any one or more of them.
- (21) To insure any employees servants or officers of the association against risk or accident in the course of their employment by the association and to effect insurance for the purpose of indemnifying the association in respect of claims by reason of any such risk or accident and to insure against loss or damage caused by the association or any of its employees servants officers or agents or by reason of public risk.
- (22) To provide a Superannuation Fund for the servants of the association or otherwise to assist any such servants, their widows and children.
- (23) To do all such other lawful things as are incidental or conducive to the attainment of the above objects provided that nothing in this memorandum shall authorise or empower the organisation to provide charitable assistance to members or to the dependants of members.

## **Part 2 Membership**

### **5 Membership qualifications**

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
- (b) the person is a natural person:
  - (i) who has been nominated for membership of the association as provided by rule 6, and
  - (ii) who has been approved for membership of the association by the committee of the association.

### **6 Nomination for membership**

- (1) An application for a person for membership to the association:
  - (a) must be made by the applicant in the form approved by the committee, and
  - (b) must be lodged with the secretary of the association.
- (1) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee, which is to determine whether to approve or to reject the nomination. In no case shall the Committee be required to give any reason for the rejection of any applicant.
- (2) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the 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 these rules by a member as entrance fee and annual subscription.
- (3) The secretary must, on payment by the nominee of the amounts referred to in rule 6(3)(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

### **7 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership,
- (c) is expelled from the association, or
- (d) fails to pay any amount payable by the member to the association within a period of two calendar months after it becomes due. The Committee may reinstate the member and restore his name to the register of members on payment of all arrears if the committee thinks it fit to do so.

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

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

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

### **9 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership 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 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.
- (3) If a member of the association ceases to be a member under rule 9(2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10 Register of members**

- (1) The secretary of the association must establish and maintain a register of members of the association specifying the name, address and email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) The register can be kept in written or electronic form.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (5) Any member who at any time shall change his address shall immediately give notice thereof in writing to the Secretary.
- (6) Subject only to those Articles no person shall be entitled to exercise the rights or privileges of a member unless his name appears on the Register of Members as a member for the time being of the association.

## **11 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under rule 11(1), a member of the association must pay to the association an annual membership fee of \$48 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
  - (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member and before 1 January in each succeeding calendar year.

## **12 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 rule 11.

## **13 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

- (3) 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.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

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

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and 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.
- (3) 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.
- (4) 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 rule 15.
- (5) 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 rule 15(5),whichever is the later.

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

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (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 rule 15(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 rule 15(3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- (d) electronic ballots can be conducted to determine any issue or proposal as decided by the committee
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **Part 3 The committee**

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

- (1) The committee, subject to the Act, the Regulation, these rules and any resolution passed by the association in general meeting,:
  - (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 these rules to be exercised by a general meeting of members of the association, and
  - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (2) Without prejudice to the general powers conferred by rule 16(1) and other rules of this constitution, the committee shall subject to this constitution be at liberty to exercise all the powers, authorities and discretions vested in the association as set forth in rule 4.
- (3) The committee shall have the following powers:
  - (a) To appoint Finance, Education and other committees comprising persons not necessarily members of the association to deal with such matters and with such powers as the committee shall from time to time determine and to make such rules and regulations as to the carrying on and the conduct of the sub-committee from time to time.
  - (b) To pay the costs and charges and expenses preliminary and incidental to the formation establishment and management of the association and also of the transfer to and vesting in the association of any assets of or to which the association may become entitled.
  - (c) To determine who shall sign cheques and other documents on behalf of the association.
  - (d) To act for and on behalf of the association in respect to all claims and legal proceedings by or against the association.
  - (e) To enter into contracts for the purposes of the association.
  - (f) To expend the funds of the association in such manner as the committee shall consider for the benefit of the association.
  - (g) From time to time to make regulations or by-laws for the conduct of the business and affairs of the association not inconsistent with the Memorandum of the association or these Articles and at any time in like manner to annul or vary any regulations so made and all regulations so made and for the time being in force shall be binding on all members of the association and without limiting the generality of the power to make annul or vary regulations hereby conferred on the committee the following shall be deemed to be matters to which such power shall expressly extend:
    - (i) As to subscriptions fees or other payments in respect of school and tuition fees and as to the collection, remission and variation thereof.
    - (ii) As to arrangements with any other association for reciprocal concession or otherwise.
    - (iii) For the committee's own procedure.
    - (iv) For regulating the time and mode of calling meetings of members.
    - (v) For the appointment of its staff and servants.
    - (vi) For the exercise by the association of any of its powers.
    - (vii) As to the procedure to be followed at its meetings by any sub-committee appointed by the committee and as to the appointment duties and removal of the members of any sub-committee.



- (viii) For the regulation, control, support, management and government of the association and all property vested in the association or under its control or supervision and the control and supervision of all officials, officers, servants and other persons employed by or representing the association.

Provided that the association in General Meeting may subject as hereinbefore provided rescind or vary any regulations so made by the committee under this rule.

**17 Constitution and membership**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) 1 ordinary member,each of whom is to be elected at the annual general meeting of the association under rule 18.
- (2) The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice president
  - (c) the treasurer, and
  - (d) the secretary
- (3) Each member of the committee is, subject to these rules, 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.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

**18 Election of members**

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

**19 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 committee,
  - (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.
  - (d) minutes can be kept in written or electronic form
- (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
  - (a) the chairperson can sign the minutes of meeting proceedings electronically if available

## **20 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.

## **21 Casual vacancies**

For the purposes of these rules, 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) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.
- (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.

## **22 Removal of member**

- (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 rule 22(1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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.

**23****Meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as 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 rule 23(3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) If the number of committee members is less than the number required to make a quorum (i.e. less than 3), then the existing committee members may appoint enough association members to establish a quorum.
- (7) Committee meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each committee member a reasonable opportunity to participate. Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (8) 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.
- (9) 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.
- (10) At a meeting of the 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, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (11) The continuing members of the committee may act notwithstanding any vacancy in the committee but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the committee the continuing member or members may act for the purpose of increasing the number of members of the committee to that number or of summoning a General Meeting of the association but for no other purpose.
- (12) A member of the committee shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
- (13) A resolution in writing signed by all the members of the committee for the time being entitled to receive notice of a meeting of the committee shall be valid and effectual as if it had been passed at a meeting of the committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the committee.

**24****Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the 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 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 rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this section 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 rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

**25                    Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Electronic ballots can be conducted to determine any issue or proposal as decided by the committee
- (4) Subject to rule 23(5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

**Part 4    General meeting**

**26                    Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Rules 26(1) and 26(2) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.
- (4) General meetings can be held at 2 or more venues using any technology that the committee approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate. Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

**27                    Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 26, to be convened on such date and at such place and time as the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,
  - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

## **28 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition 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.
  - (e) members have the option to make and send their request electronically for a general meeting to be held.
- (4) If the 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 rule 28(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.
- (6) General meetings can be held at 2 or more venues using any technology that the committee approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate. Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

## **29 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under rule 29(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 rule 27(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.

**30 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules 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) is to constitute a quorum.

**31 Presiding member**

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

**32 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 rules 32(1) and 32(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.

**33 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) A question put to a vote at a general meeting being held using technology can be decided using a suitable method that the committee determines.
- (3) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (4) If a poll is demanded at a general meeting, the poll must be taken;

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

**34 Special resolution**

- (1) A resolution of the association is a special resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
  - (b) A resolution put to a vote at a general meeting being held using technology can be decided using a suitable method that the committee determines.
  - (c) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Director-General.
- (2) All business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts and balance sheets and the report of the committee and Auditors the election of officers and other members of the committee and the appointment of the Auditors.

**35 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) 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.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- (5) Electronic ballots can be conducted to determine any issue or proposal as decided by the committee

**36 Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.
- (3) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the association or at such other place as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

**Part 5 Miscellaneous**

**37 Application of income and property restricted**

The income and property of the association, however derived, shall be applied solely towards the promotion of the objects of the association as set out in this constitution. No portion of this income and property shall

be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the association other than for the promotion of the objects of the association.

**38 No profits for members**

- (1) No income or property of the association may be paid or transferred, directly or indirectly to any member. The income and property of the association however derived shall be applied solely towards the promotion of the objects of the association as set forth in this constitution.
- (2) Nothing in rule 38(1) prevents the payment in good faith of:
  - (a) an amount to members of the committee of the association for extra services rendered to the association outside their ordinary duties;
  - (b) remuneration to any members of the committee or employees of the association for services actually rendered to the association;
  - (c) an amount to any member in return for any services actually rendered to the association or for goods supplied in the ordinary and usual course of business;
  - (d) reasonable and proper interest on money borrowed from any member; or
  - (e) reasonable and proper rent for premises let by any member to the association.
- (3) Nothing in rule 38(1) prevents the distribution of government grant monies to members where the grant is expressly on the basis that the monies be used in accordance with the objects of the association.
- (4) No remuneration or other benefit in money or money's worth will be paid or given by the association to any member of the committee except reimbursement of out-of-pocket expenses.

**39 Insurance**

- (1) The association must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under rule 39(1), the association may effect and maintain other insurance.

**40 Funds – source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as 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 account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**41 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 committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

**42 Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

**43 Common seal**



- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**44 Custody of books**

The association's records etc. must be kept in NSW at the main premises of the association in the custody of the public officer, or a member of the association as the committee determines.

If the association does not have any premises, the association's records etc. must be kept at the association's official address in the public officer's custody.

**45 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour determined by the committee.

The committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances. Decided by vote.

**46 Service of notices**

- (1) For the purpose of these rules, 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 these rules, 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.
- (3) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
  - (a) every member; and
  - (b) the auditor or auditors for the time being of the association.
- (4) No other person shall be entitled to receive notices of General Meetings.

**47 Winding up**

- (1) Upon the winding up or dissolution of the association, any remaining property of the association, after satisfaction of all the association's debts and liabilities, will be given or transferred to some other institution or company which:
  - (a) has objects similar to the objects of the association; and
  - (b) whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of rules 37 and 38,

as determined by the members at or before the time of winding up or dissolution of the association and, in default of any determination, by the Supreme Court of New South Wales.

- (2) In so far as effect cannot be given to this rule, then the aforementioned property is to be given to some charitable objects.

**48 Preparation of financial statements**

True accounts shall be kept of the sums of money received and expended by the association and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the association for the time being in office shall be open to the inspection of the members.

**49 Audit of financial statements**

Once at least in every year the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors. Every account of the committee when audited and approved by the General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth be conclusive provided that nothing in this rule shall make any account conclusive in respect of any matter involving or arising out of a breach of rules 37 and 38.

**50 Indemnity**

Every committee member or officer of the association or any person (whether an officer of the association or not) employed by the association as Auditor shall be indemnified out of the funds of the association against all liability incurred by him as such committee member Officer or Auditor in defending proceedings whether civil or criminal in which he is acquitted or in connection with any application in relation there to in which relief is granted to him by the court.

**Appendix 1**

(Rule 36(2))

**FORM OF APPOINTMENT OF PROXY**

I, .....of .....  
*(full name)* *(address)*

being a member of .....  
*(name of incorporated association)*

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....  
*(month and year)*

and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

\* to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.