
**BUSINESS PORT STEPHENS
INCORPORATED
CONSTITUTION**

As at 26 November 2020

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1. DEFINITIONS

1.1 In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

AGM mean the annual general meeting held each year as required by this Constitution.

Association means Business Port Stephens Incorporated.

Board means the group of Directors elected to govern this Association in accordance with the Constitution.

Board Nominations means nominations for election to the Board.

Business Member means a person admitted as a Full Business Member or an Associate Business Member pursuant to the Constitution.

Business Precinct Committee means a Sub-Committee of the Board pursuant to clause 23 the principal role of which is to represent the interests of Business Members within the Precinct in a manner which is consistent with the objects of the Association under its Constitution.

Chair/Chairperson means the President or the Chairperson appointed pursuant to clause 18.

Community Member means a person admitted as a Community Member pursuant to the Constitution.

Constitution means the document that governs the operation of the Association, as amended from time to time.

Director is given the meaning in clause 16.1.

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

General meeting means the AGM and each special general meeting.

Honorary Member means a person admitted as an Honorary Member pursuant to the Constitution.

Member means a member of this Association.

Membership Fee means any annual subscriptions and other payments payable by a Member during the course of their Membership as the Board prescribes from time to time.

Ordinary Director means a member of the Board who is not an office-bearer of the Association.

Precinct means a geographical area within the Region, as determined by the Board, in which are located a concentration or several concentrations of businesses.

Region means the Local Government Area of Port Stephens.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Secretary means:

- (a) the person holding office under this Constitution 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 AGM.

Special Resolution means a resolution passed by the Association as a special resolution:

- (a) at a general meeting of which notice has been given to Business Member no later than twenty one (21) days before the date on which the meeting is held;
- (b) in a postal ballot or electronic ballot conducted by the Association; or

(c) in such other manner as the Director-General may direct,

if it is supported by at least three-quarters of the votes cast by Business Members who, under the Constitution, are entitled to vote on the proposed resolution, and in this regard:

(d) a notice referred to in paragraph (a) above must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution;

(e) a postal ballot or electronic ballot must be conducted in accordance with the Regulations.

Sub-Committee means a Sub-Committee appointed by the Board in accordance with clause 23.1.

1.2 In this Constitution:

1.2.1 a reference to a function includes a reference to a power, authority and duty; and

1.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

2. OBJECTS

2.1 The objects of the Association are:

2.1.1 to promote, encourage, maintain, support and assist businesses in the Region on a not-for-profit basis;

2.1.2 to engage in other business activities as opportunities present themselves, as decided by the Board;

2.1.3 to lobby on behalf of businesses in the Region;

2.1.4 to foster knowledge of the Region nationally and internationally;

2.1.5 to develop policies and strategies for the benefit of Members;

2.1.6 to offer and provide unified representation for business in the Region;

2.1.7 to promote and maintain co-operation, collaboration and close relations with other like-minded organisations;

2.1.8 to affiliate and promote liaison and co-operation with other groups representing business interests within the Region;

2.1.9 to create opportunities for Members to share knowledge, expertise and resources, and to develop productive business relationships to achieve the objects;

2.1.10 to grow industry trade and commerce and the development of new business and industry for the Region;

2.1.11 to undertake such other measures for the assistance and advancement of business in the Region as the Board may determine from time to time.

3. MEMBERSHIP

3.1 A person cannot be a member unless they are:

3.1.1 a Business Member;

- 3.1.2 a Community Member; or
- 3.1.3 an Honorary Member.
- 3.2 Every person who has been elected or appointed pursuant to this clause shall:
 - 3.2.1 become a Member and will be bound by this Constitution and the by-laws of the Association in force from time to time; and
 - 3.2.2 have all the rights granted to them under this Constitution and the Act.
- 3.3 A Member's rights and obligations are personal and are not transferable.

4. BUSINESS MEMBERS

- 4.1 A Full Business Member must conduct, or be involved in, business operations in the Region.
- 4.2 An Associate Business Member must be a retired or semi-retired business person who:
 - 4.2.1 is actively involved in the Association (or, in the case of new Business Member, states that they intend to be actively involved in the Association and is actively involved in the Association after becoming a Business Member); and
 - 4.2.2 permanently resides within the Region.
- 4.3 An applicant for admission as a Business Member must:
 - 4.3.1 submit in writing (including by email or other electronic means, if the Board so determines) a nomination form to the Association in the form determined by the Board; and
 - 4.3.2 provide such other information or do such other things necessary in support of their application as required by the Board from time to time.
- 4.4 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board and the Board is to determine whether to approve or to reject the application.
- 4.5 The Board may reject any application to be a Business Member without providing any reasons for that rejection.
- 4.6 As soon as practicable after the Board makes that determination, the Secretary must:
 - 4.5.1 notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
 - 4.5.2 if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this Constitution by the Business Member as the annual subscription.
- 4.7 The Secretary must, on payment by the applicant of the amount referred to in clause 4.5.2 within the period referred to in that clause, enter or cause to be entered the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Business Member of the Association.
- 4.8 Business Members are entitled to all of the benefits of membership of the Association, including:
 - 4.8.1 the right to attend and vote at general meetings; and
 - 4.8.2 subject to clause 16.3, the right for them or their representative to propose a nominee for, or to be elected or appointed as, a Director.

5. HONORARY MEMBERS

- 5.1 The Board may by majority resolution appoint any person as an Honorary Member for such term as determined by the Board.

- 5.2 Honorary Members do not have any voting rights.
- 5.3 Honorary Members are exempt from paying Membership Fees for the period of their appointment.
- 5.4 The Board may revoke the appointment of an Honorary Member at any time without providing reasons for revocation.

6. COMMUNITY MEMBERS

- 6.1 Any person may apply in writing (including by email or other electronic means, if the Board so determines) to be a Community Member of the Association substantially in the form in the form of **Appendix 1** to the Constitution.
- 6.2 The provisions of clauses 4.3, 4.4, 4.5 and 4.6 apply to an applicant for admission as a Community Member in the same manner (with necessary amendments) as they apply to an applicant for admission as a Business Member.
- 6.3 The Board may revoke the appointment of a Community Member without providing reasons for revocation.
- 6.4 Community Members are entitled to all of the benefits of membership of the Association, other than:
 - (a) the right to attend and vote at general meetings; and
 - (b) the right for them or their representative to propose a nominee for, or to be elected or appointed as, a Director.

7. REPRESENTATIVES OF MEMBERS

- 7.1 If a Member is not a natural person, they must appoint a natural person (being a partner, director or officer of the Member or such other person approved by the Member) to represent the Member and otherwise enable the Member to carry out its powers under this Constitution, including voting at general meetings.
- 7.2 The Member:
 - 7.2.1 must give written notice to the Secretary of the appointment of a representative under this clause 7.1; and
 - 7.2.2 may revoke the appointment of a representative by giving written notice to the Secretary.
- 7.3 A Member shall be bound by its representative appointed under clause 7.1 and the Board's opinion of the scope of the representative's authority to bind the Member is final and conclusive.

8. MEMBERSHIP FEES, LEVIES AND LIABILITIES OF MEMBERS

- 8.1 Membership Fees and other payments payable by Members shall be as the Board prescribes from time to time.
- 8.2 The Membership Fees for Associate Business Members will be 50% of the Membership Fees payable by Full Business Members.
- 8.3 All Membership Fees will be due and payable annually at the commencement of each financial year, or at such other time as the Board may determine.
- 8.4 If any Membership Fee remains unpaid for ninety (90) days after it is due, the Association may serve notice of the default on the defaulting Member and if payment is not received within 14 days after the date of service of the notice, the Board may resolve to:
 - 8.4.1 suspend the defaulting Member from all privileges of Membership granted to Members by this Constitution or otherwise; or
 - 8.4.2 remove the defaulting Member's name from the register of Members; and

provided that the Board may reinstate the Member and restore their name on the register of Members upon payment of all Membership Fees in arrears if the Board thinks fit to do so.

- 8.5 Nothing in clause 8.4 prevents the Board from granting an extension for the payment of Membership Fees in an individual case if the Board sees fit to do so.
- 8.6 The Board may at any time suspend the payment of a Membership Fee either generally or in an individual case.
- 8.7 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, of the unpaid by Membership Fees of the Member.

9. CESSATION OF MEMBERSHIP

- 9.1 Membership held by a natural person ceases on the death of that Member.
- 9.2 Any Member may, by giving written notice to the Secretary, resign from their Membership of the Association and the resignation will take effect from the date on which the notice is received by the Secretary.
- 9.3 Any Member who has resigned, or has had their Membership terminated pursuant to this clause 9, will not be entitled to a refund of any Membership Fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of resignation.
- 9.4 The Board may terminate a Member's Membership:
- 9.4.1 pursuant to clause 8.4 in regard to the failure of a Member to pay any Membership Fee;
 - 9.4.2 if it is of the opinion that the Association has lost contact with that Member and no current valid address is available for that Member; or
 - 9.4.3 pursuant to clause 12 for reasons of a Member's behaviour.

10. REGISTER OF MEMBERS

- 10.1 The Association must establish and maintain a Register of Members (whether in written or electronic form) specifying the name, postal or residential address and email address of each person who is a Member, together with the date on which the Person became a Member.
- 10.2 The register of Members must be kept in New South Wales:
- 10.2.1 at the main premises of the Association; or
 - 10.2.2 if the Association has no premises, at the Association's official address.
- 10.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 10.4 A Member may obtain a copy of any part of the register of Members on payment of a fee of not more than \$1.00 for each page copied.
- 10.5 If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- 10.6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 10.6.1 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
 - 10.6.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 10.7 If the Register of Members is kept in electronic form:

10.7.1 it must be convertible into hard copy, and

10.7.2 the requirements in clauses 10.2 and 10.3 apply as if a reference to the Register of Members is a reference to a current hard copy of the Register of Members.

11. VOTES OF MEMBERS

Entitlement to vote at general meetings

11.1 Subject to clause 11.2, every Business Member is entitled to one (1) vote at any general meeting of the Association in person.

Unfinancial Members

11.2 No Member is entitled to vote at any general meeting if their Membership Fees are more than three (3) months in arrears at the date of the meeting.

11.3 Each Member (if eligible to vote) shall be entitled to vote both on a show of hands and by poll.

12. MEMBERSHIP DISCIPLINARY PROCEEDINGS

Power to reprimand, suspend or expel

12.1 Subject to this clause 12, the Board may reprimand, suspend, expel or accept the resignation of any Member if that Member, in the reasonable opinion of the Board:

12.1.1 has wilfully refused or neglected to comply with any of the provisions of this Constitution;

12.1.2 is guilty of any conduct prejudicial to the interests of the Association; or

12.1.3 is guilty of conduct which is unbecoming of a Member.

12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

Notification of conduct

12.3 The Association must promptly give written notice to a Member of:

12.3.1 any complaint against the Member pursuant to clause 12.1;

12.3.2 the substance and circumstances of the complaint (including the date of the conduct the subject of the complaint); and

12.3.3 the date, time and place of the hearing of the complaint,

and the hearing must take place within 30 days of the date of the alleged offence or the date on which the complaint is made, whichever is the latest.

Right of appearance at conduct meeting

12.4 The Member under investigation will be entitled to:

12.4.1 make submissions to the Board in connection with the complaint;

12.4.2 attend the hearing and make oral submissions for the purpose of answering the complaint;

12.4.3 be in attendance at the hearing to hear any evidence of others in relation to the complaint; and

12.4.4 submit to the meeting written representations for the purpose of answering the complaint,

and the Board must make a decision based on any written, visual or oral evidence put before it.

Suspension pending conduct hearing

- 12.5 If a notice of complaint is issued to a Member pursuant to clause 12.3, the Board may, by resolution, suspend that Member from all rights and privileges as a Member of the Association:
- 12.5.1 until the complaint is heard and determined; or
 - 12.5.2 for 5 weeks,
- whichever is the earlier, and the must promptly notify the Member of the suspension.

Failure by Member to appear at conduct meeting

- 12.6 If the Member fails to attend the conduct meeting:
- 12.6.1 the complaint may be heard and dealt with by the Board; and
 - 12.6.2 the Board may make a decision based on the evidence before it, having regard to any representations which may have been made to it in writing by the relevant Member.

Decision of the Board

- 12.7 The Board may, by resolution, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 12.8 If the Board 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 Board for having taken that action and of the Member's right of appeal under clause 13.
- 12.9 The expulsion or suspension does not take effect:
- 12.9.1 until the expiration of the period of 30 days following the Board's determination within which the Member is entitled to appeal against the resolution concerned; or
 - 12.9.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

Liabilities will remain

- 12.10 Any Member who has had their Membership terminated pursuant to this clause 12 will:
- 12.10.1 remain liable for any unpaid Membership Fees or other amounts which are due and unpaid as at the date of termination; and
 - 12.10.2 not be entitled to any refund of any Membership Fees unless the Board considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of termination.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13.1 A Member may appeal to the Association in general meeting against a determination of the Board under clause 12.7 by lodging with the Secretary a notice to that effect within the period specified in clause 12.9.
- 13.2 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.
- 13.3 On receipt of a notice from a Member under sub clause 13.1, the Secretary must notify the Board which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 13.4 At a general meeting of the Association convened under sub clause 13.3:
- 13.4.1 no business other than the question of the appeal is to be transacted; and

- 13.4.2 the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- 13.4.3 the Business Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by Business Members.

14. RESOLUTION OF DISPUTES

- 14.1 A dispute between a Member and another Member (in their capacity as Members of the Association), or a dispute between a Member or Members and the Association, are to be referred to a Community Justice centre for mediation under the *Community Justice Centres Act 1983*.
- 14.2 If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 14.3 The *Commercial Arbitration Act 2010 (NSW)* applies to any such dispute referred to arbitration.

15. POWERS OF THE BOARD

General powers

- 15.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in general meeting, the Board shall:
- 15.1.1 manage the business and affairs of the Association and the custody and control of its property and funds;
- 15.1.2 exercise its powers and do all such things that the Association is by this Constitution or otherwise authorised to exercise and do and which is not required to be exercised by the Association in a general meeting; and
- 15.1.3 has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

Specific powers

- 15.2 Without limiting the general powers in clause 15.1, the Board will have the following powers from time to time:
- 15.2.1 to make, amend and repeal any by-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Association;
- 15.2.2 to enforce or procure the enforcement of all by-laws by suspension from enjoyment of the Association privileges or any of them or otherwise as the Board thinks fit;
- 15.2.3 to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
- 15.2.4 to secure the fulfilment of any contract or arrangement entered into by the Association by mortgaging or charging all or any of the property of the Association as it shall think fit;
- 15.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims by or against the Association and to refer any claims by or against the Association to mediation or arbitration and to observe and perform the determination or judgment;

- 15.2.6 to determine who is entitled to sign, draw, accept or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- 15.2.7 to determine who is entitled to operate electronic banking facilities on the Association's behalf;
- 15.2.8 to invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- 15.2.9 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the Association and raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the Association's property, both present and future;
- 15.2.10 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Association or to which the Association may be entitled from time to time, to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- 15.2.11 to set the Membership Fees payable by all members;
- 15.2.12 to fix the maximum number of persons who may be admitted as Members of the Association in accordance with this Constitution;
- 15.2.13 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;
- 15.2.14 to repay reasonably incurred actual out of pocket expenses incurred by any Member of the Board; and
- 15.2.15 to fix a charge for the use of the property or services of the Association by its Members and may at any time amend or remove such charges.

Acts of the Board

- 15.3 All acts done by any meeting of the Board shall, even if it is subsequently discovered that there was some defect in the appointment of the Board or a Director, be valid as if every such person had been duly appointed and was qualified to be a Director.

Member submissions

- 15.4 Any Member shall, by written submission addressed to the President through the Secretary, be permitted to submit advice, counsel, comments, feedback and express concerns regarding any governance control and strategic direction policy matters dealt with by the Board.

Delegations

- 15.5 The Board may delegate any of its powers or functions to the extent permitted by the Constitution and to impose such rules and conditions of the delegation as the Board sees fit.

16. COMPOSITION AND MEMBERSHIP OF BOARD

- 16.1 The Board is to consist of:
 - 16.1.1 the office-bearers of the Association, and
 - 16.1.2 seven (7) Ordinary Board members,
 (together the **Directors**, and each a **Director**) each of whom is to be elected at the AGM of the Association under clause 17.

- 16.2 The total number of Directors on the Board is to be eleven (11).
- 16.3 The number of Directors who are Associate Board Members must not exceed two (2) at any time.
- 16.4 The office-bearers of the Association are as follows:
- 16.4.1 the President;
 - 16.4.2 the Vice President;
 - 16.4.3 the Finance Director; and
 - 16.4.4 the Secretary.
- 16.5 A Director on the Board may hold up to 2 offices (other than both the President and Vice President offices).

Term of office of Directors

- 16.6 Subject to this Constitution, the Directors:
- 16.6.1 hold their respective offices from the date on which they were elected or appointed until the first AGM occurring after their election or appointment;
 - 16.6.2 after retiring, are eligible for re-election at the next AGM, unless they will have served for six (6) consecutive years and, in this regard, each member of the Transition Board will be deemed to have been first appointed as a Director at completion of the AGM at which this Constitution is adopted (or, if this Constitution is not adopted at an AGM, at the AGM immediately preceding the date of adoption of this Constitution).

17. ELECTION OF THE BOARD

Procedure for election

- 17.1 Nominations for election to the Board (**Board Nominations**) will close on the day that is ten (10) days prior to the date fixed for the AGM and Board Nominations must be delivered to the Secretary on or before that day.
- 17.2 Board Nominations must be in writing substantially in the form prescribed by the Board from time to time, signed by a Business Member and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination).
- 17.3 Notice of the date and time of the last day for receiving Board Nominations shall be posted on the Association's website in a conspicuous place at least twenty one (21) days prior to the date fixed for the AGM and shall remain posted at that place until nominations close and a list of the candidate's names and the position/s in respect of which they have been nominated shall be posted on the Association's website in a conspicuous place for a least seven (7) days immediately preceding the AGM.
- 17.4 If:
- 17.4.1 there are less Board Nominations than corresponding positions on the Board:
 - (a) those candidates who are nominated shall be declared elected to the position for which they are nominated and the Chairperson of the AGM shall at the AGM declare the candidates nominated duly elected to those positions; and
 - (b) all unfilled positions will be casual vacancies on the Board; or
 - (c) there is an equal amount of Board Nominations to corresponding positions on the Board, then those candidates who are nominated shall be elected to the position for which they are nominated and the Chairperson of the AGM shall at the AGM declare the candidates nominated duly elected; or

- (d) if there are more Board Nominations than corresponding position on the Board, then the election shall be by ballot of Business Members.

17.5 The ballot for the election of Directors shall be conducted in such usual and proper manner as the Board may direct.

Casual Board members

17.6 The Board may, from time to time, appoint any Member who is an individual or any employee, director or office-bearer of a Business Member as a Director to fill a casual vacancy of an elected Director, provided that the number of Directors does not exceed the total prescribed in 16.2.

17.7 Any Director appointed in accordance with clause 17.6 shall hold office only until the next AGM.

18. BOARD MEETINGS

18.1 The Board may organise, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Association, provided that all Board meetings are held in the Region and that the Board must meet at least six (6) times in each period of twelve (12) months.

18.2 Subject to clause 18.1, the Board may conduct their meetings by telephone or other form of electronic communication without a Director being in the physical presence of another Director provided all Directors may hear and be heard by each other. A Director who participates in a Board meeting using that technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

18.3 The President may at any time, and the Secretary shall, on the requisition of not less than two (2) Directors, convene a meeting of the Board.

18.4 Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least forty eight (48) hours (or any other period that may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting. Notice of the meeting 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 Directors present at the meeting unanimously agree to treat as urgent business.

18.5 The Board may (but are not obliged to) invite any person to attend a meeting of the Board to speak on an item by permission of the President and to provide reports, advice, counsel and other information on matters requested by Directors.

18.6 The quorum for Board meetings shall be a majority of the total number of Directors at the time of the meeting.

18.7 Subject to clause 18.9, no business is to be transacted by the Board 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.

18.8 Subject to clause 18.9, 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.

18.9 The Board may act despite any vacancy in the Board, so long as the number of Directors in attendance is not reduced below a quorum, however, Directors may act where the quorum is not met for the purposes of:

18.9.1 increasing the number of Directors to the quorum of the Board; or

18.9.2 convening a general meeting of the Association, but for no other purpose.

18.10 The President shall chair every meeting of the Board.

18.11 If the President is not present or is unwilling or unable to act, then the Vice President shall chair the Board meeting.

- 18.12 If the Vice President is not present or is unwilling or unable to act, then the Directors present shall elect a Director to chair the Board meeting.
- 18.13 Questions arising at any Board meeting shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- 18.14 The Chairperson of the meeting has only one vote.
- 18.15 A record of all Directors present at each Board meeting and minutes of all resolutions and proceedings of the Board shall be entered and maintained in records kept in accordance with this document.
- 18.16 A resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 18.17 Any such resolution may consist of several documents in like form each signed by one or more Directors and the resolution shall be passed when the last Director signs the document containing the resolution.
- 18.18 An electronic transmission which:
- 18.15.1 states that a Director is in favour of the resolution set out in the document;
 - 18.15.2 includes the name of the director in the form of text (as distinct from a hand-written signature); and
 - 18.15.3 is sent from the Directors email address,
- will constitute signing of the document by the Director.
- 18.19 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the election or appointment or qualification of any member of the Board.
- 18.20 Any Director is entitled to move a rescission motion on any previously adopted resolution provided that:
- 18.20.1 a notice of intent to move that rescission motion is given to the secretary at least seven (7) days in advance;
 - 18.20.2 the notice of intent in clause 18.20.1 is seconded by another Director;
 - 18.20.3 the rescission motion is in writing explaining in detail the reasons for the motion; and
 - 18.20.4 the matter of the rescission motion is listed on the agenda for the business of the Board meeting following the date of expiry of the seven (7) day notice period or at a specially convened meeting as called by the Chairperson.

19. SECRETARY

- 19.1 It is the duty of the Secretary to keep minutes of:
- 19.1.1 all appointments of office-bearers and other members of the Board, and
 - 19.1.2 the names of Directors of the Board present at a Board meeting or a general meeting, and
 - 19.1.3 all proceedings at Board meetings and general meetings.
- 19.2 Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

20. FINANCE DIRECTOR

- 20.1 It is the duty of the Finance Director to ensure:

- 20.1.1 that, to the extent reasonably practicable, all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 20.1.2 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. REMOVAL OF DIRECTORS FROM OFFICE

Removal by Members in general meeting

- 21.1 The Business Members in general meeting may resolution in accordance with clause 27.8:
 - 21.1.1 remove from office any Director, Directors or the whole of the Board before the expiration of their term of office; and
 - 21.1.2 such resulting vacancy in the office will be a casual vacancy; and
 - 21.1.3 the Board may fill the casual vacancy in accordance with clause 17.9.
- 21.2 Any person appointed pursuant to clause 21.1 shall hold office only until the next AGM.

Notice requirements

- 21.3 Notice of the intention to move a resolution to remove a Director from office must be given to the Association at least two (2) months before the meeting at which the resolution is to be considered and voted on.

22. VACANCIES ON BOARD

Automatic vacancy of office

- 22.1 The office of a Director shall automatically be vacated if the person holding that office:
 - 22.1.1 becomes bankrupt or insolvent;
 - 22.1.2 becomes disqualified from holding office as a director of any organisation or company;
 - 22.1.3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 22.1.4 is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated;
 - 22.1.5 by notice in writing given to the Secretary resigns from office as a Director;
 - 22.1.6 in the case of a Director that is a Member as a natural person, they cease to be a Business Member;
 - 22.1.7 in the case of a Director that is a Member as a natural person, they are suspended from being a Member;
 - 22.1.8 in the case of an elected Director, that Director ceases to be a Business Member or an employee, director or office-bearer of a Business Member;
 - 22.1.9 becomes an employee of the Association; or
 - 22.1.10 engages in conduct that is prejudicial to the interests of the Association and a majority resolution of Business Members has been passed removing that Director in accordance with clause 21.1.

Suspension and removal

- 22.2 If the conduct or position of a Director is such that continuance in office appears to the majority of Directors to be prejudicial to the interests of the Association, a majority of Directors at a Board Meeting specifically called for that purpose may suspend the Director.

- 22.3 Within fourteen (14) days of suspension under clause 22.2, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office or annul the suspension and reinstate the Director.
- 22.4 The Board must provide the Director against whom the allegation has been made, with at least thirty (30) days written notice of the meeting at which the allegation will be considered including:
- 22.4.1 the time and place of the Board Meeting or general meeting;
 - 22.4.2 details of the allegation;
 - 22.4.3 details of the proposed resolution; and
 - 22.4.4 advise that any resolution of the Board or Members (as the case may be) will be final and binding.
- 22.5 The Board must provide the Director against whom the allegation has been made with a reasonable opportunity to respond to the allegations at the meeting.

23. DELEGATION BY BOARD TO SUB-COMMITTEE

- 23.1 The Board shall have power from time to time to delegate any of its powers or functions to one or more Sub-Committees, including Business Precinct Committees, consisting of any combination of:
- 23.1.1 Directors;
 - 23.1.2 Members;
 - 23.1.3 employees; and
 - 23.1.4 any other person who is not a member whom the Board determines will contribute to a Sub-Committee.
- 23.2 The Board may revoke wholly or in part any delegation to Sub-Committees established in clause 23.1.
- 23.3 Any Sub-Committee formed under clause 23.1 shall, in the exercise of the powers so delegated, conform to any rules, regulations or restrictions that the Board may from time to time determine.
- 23.4 The President is an ex officio a member of all such Sub-Committees and may nominate a Director to represent the President on such committees.
- 23.5 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.6 Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 23.7 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 23.8 A Sub-Committee may meet and adjourn as it thinks proper.
- 23.9 Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members of the Sub-Committee present.
- 23.10 Any Sub-Committee must make minutes of its meetings and will submit those minutes to the Board, who must retain those minutes as if they were minutes of the Board.
- 23.11 All acts done by any meeting of a Sub-Committee will, even if it is subsequently discovered that there was some defect in the appointment of any such Sub-Committee or a Sub-Committee member, be valid as if every such person had been duly appointed and was qualified to be a Sub-Committee member.

24. GENERAL MEETINGS

24.1 The AGM shall be held at least once in every calendar year at such time and place as may be determined by the Board but within six (6) months of the close of the financial year. An AGM must be specified as that type of meeting in the notice convening it.

Business of general meetings

24.2 All business transacted at a general meeting including AGMs shall be ordinary unless it is deemed special:

24.2.1 by law; or

24.2.2 in accordance with this Constitution.

Calling of general meetings

24.3 The Board may whenever they consider fit call and arrange to hold a general meeting of the Association.

24.4 The Board must call and arrange to hold a general meeting of the Association on a requisition that complies with clause 24.5 of Business Members with at least 5% of the votes that may be cast at the general meeting (a **requisition**).

Requisition for general meeting

24.5 A requisition:

24.5.1 must be in writing;

24.5.2 must state the purpose or purposes of the meeting, and

24.5.3 be signed by the Business Members making the requisition; and

24.5.4 be given to the Secretary; and

24.5.5 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

Board must call general meeting

24.6 The Board must call the special general meeting to be held within one (1) month after the requisition is given to the Secretary.

24.7 If the Board fails to convene a special general meeting to be held within One (1) month after the date on which a requisition of members for the meeting is given to the Secretary, any one or more of the Business Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

24.8 A special general meeting convened by a Business Member or Members as referred to in clause 24.7 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

24.9 For the purposes of clause 24.5:

24.9.1 a requisition may be in electronic form, and

24.9.2 a signature may be transmitted, and a requisition may be lodged, by electronic means.

Notice of general meetings

24.10 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, at least fourteen (14) days' notice in writing before the date fixed for the holding of a general meeting must be given to:

24.10.1 all Members who are entitled to attend and vote at that meeting and have a valid and current mailing or email address on the register of members; and

24.10.2 the auditor (if there is an appointed auditor),
and not any other person.

24.11 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, at least twenty on (21) days' notice in writing before the date fixed for the holding the general meeting including, in addition to the matter required under clause 24.12, the intention to propose the resolution as a Special Resolution, must be given to the persons specified in clause 24.10.

24.12 A notice calling a general meeting:

24.12.1 must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and

24.12.2 must state the general nature of the business to be transacted at the meeting; and

24.12.3 may specify a place, facsimile number (if the Association has a facsimile number) and electronic address for the purposes of proxy appointment.

Effect of failure to give notice

24.13 The:

24.13.1 accidental omission to give notice of a general meeting; or

24.13.2 the non-receipt by any person of notice of a meeting,

shall not invalidate any proceedings at a general meeting unless such proceedings are void.

Cancellation or postponement

24.14 The Board shall have the power to cancel or postpone the holding of any general meeting of Members other than one convened pursuant to clause 24.4 or 24.7.

24.15 Where a general meeting is postponed for thirty (30) days or more then not less than five (5) days' notice shall be sent to Members of such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.

Representation at general meetings

24.16 Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

24.16.1 in person or;

24.16.2 by proxy; or

24.16.3 by not more than two attorneys as appointed by the *Powers of Attorney Act, 2003 (NSW)* or any relevant successor legislation.

Postal or electronic ballots

24.17 The Association may hold a postal ballot or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 13).

24.18 A postal ballot or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

24.19 A general meeting may be held at two (2) or more venues using any technology approved by the Board that gives each of the Business Members a reasonable opportunity to participate.

24.20 A Business Member who participates in a general meeting using that technology is taken to be present at the meeting and, if the Business Member votes at the meeting, is taken to have voted in person.

25. AGM

Business of the AGM

- 25.1 The business of the AGM shall be as follows:
- 25.1.1 to confirm the minutes of the previous AGM and of any special general meeting held since that meeting;
 - 25.1.2 to receive and consider reports of the Board on the activities of the Association during the last preceding financial year;
 - 25.1.3 to receive and consider any financial statement or report required to be submitted to members under the Act;
 - 25.1.4 to elect the office-bearers of the Association and ordinary Board members;
 - 25.1.5 to deal with any other business of which due notice has been given to the Members.

Member participation in AGM

- 25.2 The Chairperson of the AGM must allow a reasonable opportunity for the Business Members as a whole at the meeting to ask questions about or make comments on the management of the Association.

26. BUSINESS MEMBERS' RESOLUTIONS

Business Members may submit items of business for AGM

- 26.1 Business Members may submit items of business and notices of motion which they wish to have included in the business of the AGM.
- 26.2 All such items of business and notices of motion must be in writing and received by the Secretary at least twenty eight (28) days prior to the date fixed for the AGM.

Notice of items of business for AGM

- 26.3 The Secretary shall forward all items of business and notices of motion referred to in clause 26.1 to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the AGM.

27. PROCEDURE AT GENERAL MEETINGS

President

- 27.1 The President shall, if present, chair all general meetings.
- 27.2 If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall chair the general meeting.
- 27.3 If the Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Business Members of the Association present shall elect a Director on the Board to chair the general meeting, or if no Director is willing or present, then the Business Members present shall elect a Business Member to chair the meeting.

Quorum

- 27.4 No business shall be transacted at any general meeting unless a quorum of Business Members is present at the commencement of business.
- 27.5 Notwithstanding any other provision of this Constitution, a quorum of Business Members shall be constituted by the attendance and presence at any general meeting, including an AGM, of ten (10) Business Members.

Quorum not present

27.6 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:

27.6.1 be dissolved if it was convened at the requisition of Members pursuant to clause 24.4 or 24.7; or

27.6.2 stand adjourned to the same day in the next week at the same time and place.

Quorum at adjourned meeting

27.7 If a meeting is adjourned pursuant to clause 27.6.2 and subsequently held, and at the subsequent meeting a quorum is not present, the Business Members who are present (either in person or by proxy) shall be considered a quorum, and may transact any business for which the meeting was called.

Voting at general meeting

27.8 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those Business Members who are entitled to vote, present and voting and counted on a show of hands unless a poll:

27.8.1 is demanded by the Chairperson of the meeting;

27.8.2 is demanded by at least five (5) members present at the general meeting in person or by proxy; or

27.8.3 is otherwise required by this Constitution.

27.9 Each question submitted to a meeting to be decided by Special Resolution of Members shall be decided by a poll.

Conduct of polls

27.10 A poll duly demanded or required in accordance with clause 27.8 on a matter other than the election of a Chairperson or the question of an adjournment must be taken when and in the manner the Chair directs.

27.11 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

27.12 Every Member except an Honorary Member or Community Member is entitled to one (1) vote in a poll save as provided by this Constitution in case of any equality of votes.

Effect of polls

27.13 The result of a poll shall be the resolution of the meeting at which the poll is held.

Chairperson's vote

27.14 The Chairperson of the meeting has only one vote.

Declaration by Chairperson

27.15 At any general meeting, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the records containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Adjournment of general meeting

27.16 The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

No business to be transacted at adjourned meeting

- 27.17 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

- 27.18 Where a meeting has been adjourned for thirty (30) days or more, fresh notice of the meeting must be given to all members.
- 27.19 If the meeting is adjourned to a time less than thirty (30) days after the originally scheduled meeting, notice need not be given.

Effect of resolutions

- 27.20 A resolution passed at a meeting resumed after an adjournment shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

Proxies

- 27.21 If a Business Member appoints a proxy, the proxy may vote on a show of hands.
- 27.22 A proxy must be a Business Member.
- 27.23 A proxy may demand or join in demanding a poll.
- 27.24 A proxy may vote on a poll.
- 27.25 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.
- 27.26 No Business Member (other than the chairperson of the meeting) may hold more than two (2) proxies for a general meeting.
- 27.27 An appointment of a proxy is valid if it is signed by the Business Member making the appointment and contains the following information:
- 27.27.1 the Business Member's name and address;
 - 27.27.2 the Association's name;
 - 27.27.3 the proxy's name or the name of the office held by the proxy; and
 - 27.27.4 the general meeting at which the appointment may be used,
- provided that the Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by this clause.
- 27.28 For the purposes of clause 27.27, an appointment received at an email address will be taken to be signed by the Business Member if:
- 27.28.1 a personal identification code allocated by the Association to the Business Member has been input into the appointment; or
 - 27.28.2 the appointment has been verified in another manner approved by the Directors.
- 27.29 A proxy's appointment is valid at an adjourned general meeting.
- 27.30 A proxy may only be appointed for a particular general meeting or for a particular purpose (but not for more than one general meeting).
- 27.31 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- 27.31.1 to vote on:
 - 27.31.1.1 any amendment moved to the proposed resolutions and on any

- motion that the proposed resolution not be put or any similar motion; and
- 27.31.1.2 any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
- 27.31.2 to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 27.32 If a proxy appointment is signed by the Business Member but does not name the proxy in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name of one of the directors or the Secretary.
- 27.33 The written appointment of a proxy or attorney must be received by the Association, at least forty eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- 27.33.1 the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
- 27.33.2 the taking of a poll on which the appointee proposes to vote.
- 27.34 The Association receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- 27.34.1 the Association's principal office in the Region;
- 27.34.2 a facsimile number (if the Association has a facsimile number) or email address at the Association's principal office in the Region; or
- 27.34.3 a place, facsimile number (if the Association has a facsimile number) or electronic address specified for that purpose in the notice of meeting.

28. MINUTES

Record of minutes

- 28.1 The Association must maintain a record of:
- 28.1.1 proceedings and resolutions of general meetings of the Association;
- 28.1.2 proceedings and resolutions of meetings of the Board and Sub-Committees; and
- 28.1.3 resolutions passed by Directors without a meeting.

Minutes to be signed

- 28.2 The Association must ensure that:
- 28.2.1 minutes of a meeting of the Association or the Board are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and
- 28.2.2 minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time of the date on which the resolution is passed.

True record

- 28.3 A minute that is recorded and signed under this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

29. INSURANCE

The Association may effect and maintain insurance.

30. FUNDS - SOURCE

- 30.1 The funds of the Association are to be derived from Membership Fees, donations, Association events (including, without limitation, business functions, markets, festivals, trade promotions and the like) and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 30.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 30.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

31. FUNDS - MANAGEMENT

- 31.1 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 Board determines.
- 31.2 Subject to the Act, the persons authorised to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments and to operate electronic banking facilities on the Association's behalf will be determined by the Board from time to time.

32. CUSTODY OF BOOKS ETC

- 32.1 Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in the Region:
- 32.1.1 at the main premises of the Association, in the custody of the public officer or a Business Member of the Association (as the Board determines), or
- 32.1.2 if the Association has no premises, at the Association's official address, in the custody of the public officer.

33. INSPECTION OF BOOKS ETC

- 33.1 The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:
- 33.1.1 records, books and other financial documents of the Association,
- 33.1.2 this Constitution,
- 33.1.3 minutes of all Board and general meetings of the Association.
- 33.2 A Member of the Association may obtain a copy of any of the documents referred to in clause 33.1 on payment of a fee of not more than \$1.00 for each page copied.
- 33.3 Despite clauses 33.1 and 33.2, the Board may refuse to permit a Member to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

34. SERVICE OF NOTICES

- 34.1 For the purpose of this Constitution, a notice may be served on or given to a person:
- 34.1.1 by delivering it to the person personally; or
- 34.1.2 by sending it by pre-paid post to the address of the person; or

- 34.1.3 by sending it by facsimile transmission (if the Association has a facsimile number) or some other form of electronic transmission to an address (including an email address) specified by the person for giving or serving the notice.
- 34.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 34.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- 34.2.2 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
- 34.2.3 in the case of a notice sent by facsimile transmission (if the Association has a facsimile number) or some other form of electronic transmission (including an email address), 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.

35. FINANCIAL YEAR

- 35.1 The financial year of the Association is:
- 35.1.1 the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- 35.1.2 each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

36. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 36.1 An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a Director.
- 36.2 Subject to the Act and the Regulation, any change in the Association's name, objects or Constitution requires a Special Resolution.

37. ASSOCIATION IS NON PROFIT

- 37.1 Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its Members.

38. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- 38.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 38.2 In this clause 38, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.