

# **REBEL FLYING CLUB INC.**

Under the *Associations Incorporation Act 2009*

## **CONSTITUTION**

Adopted 17 August 2020

## **THIS CONSTITUTION IS BASED ON THE NSW FAIR TRADING MODEL CONSTITUTION**

### **About this model constitution**

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their constitution, NSW Fair Trading has prepared this model constitution, which covers the matters required by law. An association may:

- adopt this model constitution; or
- adopt a modified version of this model constitution.

### **Adopting the model constitution (without modification)**

Any changes made to the model constitution will automatically apply to all associations that have adopted the model constitution (without modification).

### **Copyright information**

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DOCUMENT HISTORY

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	Earlier versions
June 2013	Update for Fair Trading's 2013 Model Constitution
August 2020	Rebased on Fair Trading's 2016 Model Constitution with RFC specific modernisation

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## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

**by-laws** means a range of operational, safety and etiquette rules published by the committee to ensure the association operates in a safe and fair manner; and within the terms and conditions of the association's leases, licenses, permits and authorities that are in force at the time.

**CASA** means the Civil Aviation Safety Authority in Australia.

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

**MAAA** means the Model Aeronautical Association of Australia.

**secretary** means the person holding office under this constitution as secretary of the association, or if no 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 association** means the Rebel Flying Club Incorporated

**the club** means the Rebel Flying Club Incorporated

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(2) In this constitution unless the context requires otherwise:

- (a) **(function)** a reference to a function includes a reference to a power, authority and duty;
- (b) **(exercise of a function)** a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) **(presence of a member)** a reference to a member present at a general meeting means the member present in person or by proxy or representative;
- (d) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (e) **(gender)** words importing any gender include all other genders;
- (f) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (g) **(successors)** a reference to an organisation includes a reference to its successors;
- (h) **(singular includes plural)** the singular includes the plural and vice versa;
- (i) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (j) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (k) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (l) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

- (m) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.
- (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.
- (4) Headings are inserted for convenience and do not affect the interpretation of this constitution.

## **2 Objects**

The aim of this club is to promote the sport of flying all forms of miniature aircraft ("Aero modelling") as deemed appropriate by the club and fellowship throughout the membership and other similar clubs.

## **Part 2 Membership**

### **3 Membership generally**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the association in accordance with clause 7.
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **4 Types of membership**

- (1) Ordinary member
  - (a) An ordinary member is a person 18 years of age and older and not included in any other type of membership.
  - (b) An ordinary member:
    - (i) must at all times comply with the association's constitution, by-laws and reasonable directions of committee members;
    - (ii) is entitled to one vote at the association's meetings should it be requested or required;
    - (iii) may hold proxy votes, if proxy voting is permitted in this constitution;
    - (iv) is permitted to be nominated for committee and sub-committee positions after being a financial member for a minimum of one full financial year of the association.
- (2) Junior member
  - (a) A junior member is a person under the age of 18 years as defined by MAAA.
  - (b) A junior member:
    - (i) is not entitled to vote at the association's meetings;
    - (ii) cannot be elected to a committee or sub-committee;
    - (iii) cannot hold proxy votes;
    - (iv) has the same rights and obligations as ordinary members except those stated in subclauses (i) to (iii).
- (3) Life member
  - (a) The committee may recommend to the annual general meeting that any natural person who has rendered long or distinguished service to the association be appointed as a Life member.

- (b) A resolution of the annual general meeting to confer life membership (subject to subclause (c) on the recommendation of the committee must be a special resolution.
  - (c) A person must accept or reject the association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Life Members Register, and from the time of entry on the register the person shall be a Life member.
  - (d) A Life member has the same rights and obligations as ordinary members unless stated otherwise elsewhere in this constitution.
- (4) Associate member
- (a) An associate member is a person with current membership of a similar aero modelling association.
  - (b) An associate member:
    - (i) is not entitled to vote at the association's meetings;
    - (ii) cannot hold proxy votes;
    - (iii) cannot be elected to a committee or sub-committee position;
    - (iv) must maintain full membership with a MAAA affiliated aero modelling association;
    - (v) must maintain MAAA membership;
    - (vi) has the same rights and obligations as ordinary members except those stated in subclauses (i) through (iii).

## **5 Membership limits**

- (1) Association membership may be limited to a specified number of members in total and by membership type.
- (2) Membership limits may be adjusted, if required, by passing an ordinary resolution at an annual general meeting.

## **6 Membership waiting list**

- (1) The registrar is responsible for the maintenance of the membership waiting list.
- (2) The membership waiting list will be used in circumstances when the association's current membership limits have been reached.
- (3) Potential members will be added to the list in the order in which interest is applying for membership is notified to the registrar.
- (4) Persons whose membership ceases under clause 8 (1) (d) will be added to the end of the membership waiting list in the order they were chronologically last approved for membership of the association.
- (5) When membership vacancies occur the registrar will invite potential members to apply for membership in the order they appear on the membership waiting list.
- (6) Potential members may request their name be removed from the membership waiting list at any time by advising the registrar in writing.
- (7) The membership waiting list must be open for inspection, free of charge, by any member of the association at a mutually agreeable time.

## **7 Application for membership**

- (1) New and renewal membership of the association is by invitation only.
- (2) New membership applications must be supported by two ordinary members both of whom must have continuous membership of the association for a period of not less than one full financial year at the date of the application for new membership.

- (3) The committee will determine which members will not be offered renewal memberships at least 28 days prior to the issuing of annual renewal membership applications.
- (4) Within 7 days of the committee making a determination under subclause (3), the registrar must notify those affected members in writing (including by email or other electronic means, if the committee so determines) of the committee's decision.
- (5) Life members are excluded from determination under subclause (3) and will be offered renewal membership each financial year.
- (6) An application by a person for membership of the association:
  - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the registrar of the association.
- (7) As soon as practicable after receiving an application for new membership, the registrar must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (8) As soon as practicable after the committee makes the determination under subclause (7), the registrar must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (9) The registrar must, on payment by the applicant of the amounts referred to in clause 12 (2) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

## **8 Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association, or
  - (d) fails to pay the annual membership fee under clause 12 prior to 31 July of each financial year, or
  - (e) is an Associate member and fails to maintain full membership with their primary association and MAAA.
- (2) Any person whose membership ceases under subclause (1) (d) shall be added to the membership waiting list.

## **9 Membership entitlements not transferable**

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **10 Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the registrar written notice of at least one month (or any other period that the

committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **11 Register of members**

- (1) The registrar must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name, date of birth, postal address, residential address, email address, type of membership, MAAA membership number, preferred method of communication and disclosure restrictions 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 accessible:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address, in the custody of the public officer, or
  - (c) if in electronic format, with the assistance of an association's officer with access privileges to the register.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member of the association requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member of the association may request the public officer, secretary or registrar access the register and to contact one or more of the association's membership on their behalf.
- (7) Requests under subclause (6) must be accompanied by the purpose compliant with subclause (8) and the public officer, secretary or registrar cannot deny or unnecessarily delay any reasonable request.
- (8) A member of the association must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (9) Members are to advise the registrar when changes occur to their details recorded in the register as soon as practical.
- (10) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **12 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 subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (3) The annual membership fee is a combination of:
  - (a) association membership fee as determined for each membership type;
  - (b) state/national affiliated aero modelling association membership fees;
  - (c) insurance cover with a provider as determined by the committee.
- (4) The annual membership fee is waived for Life members.
- (5) The association will remit funds necessary for Life members to maintain their state/national affiliated aero modelling association membership.
- (6) Associate members are only required to pay the association membership fee portion of the annual membership fee.
- (7) Should a new membership be accepted after the start of the financial year the new member's fees will be adjusted as per MAAA policy (should one exist), in the financial year on becoming a member and revert to the full membership fee in each succeeding financial year.

### **13 Members' liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 12 and/or other debts.

### **14 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

### **15 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association, or
  - (c) has persistently and wilfully failed to observe prescribed CASA or MAAA directives and rules, or
  - (d) has persistently and wilfully failed to observe the association's by-laws, or
  - (e) has failed to pay their undisputed debts to the association within agreed timeframes, or if no timeframe was stated, then 90 days from the date the debt was due.

- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 16.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 16,whichever is the later.

## **16 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## Part 3 The committee

### 17 Powers of the committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
  - (a) is to control and manage the affairs of the association, and
  - (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
  - (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### 18 Composition and membership of committee

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least three ordinary committee members,
  - (c) each of whom is to be elected at the annual general meeting of the association under clause 19.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- (2) The total number of committee members is to be nine.
- (3) The office-bearers of the association are as follows:
  - (a) president,
  - (b) vice-president,
  - (c) treasurer,
  - (d) secretary,
  - (e) public officer,
  - (f) registrar.
- (4) A committee member may hold up to two offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

### 19 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - (a) must be made in writing, signed by two members of the association, with the right to vote, both of whom must hold continuous membership of the association for a period of not less than one full financial year at the date of the nomination 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 committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association and must hold continuous membership of the association for a period of not less than one full financial year at the date of the annual general meeting.
- (8) Should there be insufficient nominations for one or more positions due to the application of subclause (7), the committee may recommend reducing the minimum membership period.
- (9) Any recommendation under subclause (8) shall be presented to members by way of an ordinary resolution at the annual general meeting in which the election of committee members is to be conducted.

## **20 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 (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **21 Treasurer**

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

## **22 Registrar**

- (1) It is the duty of the registrar of the association to:
  - (a) maintain the membership waiting list clause 6;
  - (b) maintain the register of members clause 11;
  - (c) ensure the register of members reflects an accurate record of the association's current membership including each member's personal details;

- (d) ensure state and national organisations, to which the association is affiliated, are provided with timely and accurate information on the association's membership as required under each affiliation's terms and conditions;
- (e) issue association membership cards.

## **23 Casual vacancies**

- (1) 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 this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 24, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **24 Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25 Committee meetings and quorum**

- (1) The committee must meet at least three times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by 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 any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, or in circumstances where this is not practical, a place, time and date as mutually agreed by the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **26 Appointment of association members as committee members to constitute quorum**

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 23 applies.

## **27 Use of technology at committee meetings**

- (1) A committee meeting may be held at two or more locations using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) A committee or sub-committee meeting may be digitally recorded in full or part for specified purposes.
- (4) Prior to digital recording occurring under subclause (3), all persons present at the committee or sub-committee meeting must be notified that digital recording will occur and the purposes for which the recording will be used.
- (5) Digital recordings of committee and sub-committee meetings shall not be altered in any way prior to their destruction under subclause (7).
- (6) All persons present at a committee or sub-committee meeting subject to digital recording, shall be entitled to inspect and/or replay the digital recordings.
- (7) Digital recordings of committee and sub-committee meetings shall only be used for the notified purpose and destroyed immediately once the stated purpose has passed.
- (8) All beaches of subclauses (4) to (7) shall render the offenders subject to disciplinary action under clause 15.

## **28 Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the 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 clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
  - (4) Despite any delegation under this clause, 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 clause 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 clause.
  - (7) A sub-committee may meet and adjourn as it thinks proper.

## **29 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) Completion of unfinished business arising at a meeting of the committee or of any sub-committee appointed by the committee, may be resolved via the use of technology providing the committee is notified of the proposed resolution and provided with all relevant facts to assist each committee member in making their decision.
- (3) All decisions made under subclause (2) are to be recorded in the minutes of the subsequent meeting of the respective committee or sub-committee noting each committee or sub-committee member's vote (in favour, against or abstained).
- (4) 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.
- (5) Subject to clause 25 (5), the committee may act despite any vacancy on the committee.
- (6) 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.

## **30 Disclosure of interests**

- (1) A committee or sub-committee member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise.
- (2) A committee or sub-committee member declaring an interest shall, unless otherwise determined by the committee or sub-committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters.
- (3) If the committee or sub-committee member declaring an interest casts a vote, the vote shall not be counted.
- (4) In the event of any uncertainty as to whether it is necessary for a committee or sub-committee member to absent himself from discussions and refrain from voting, the

issue should be immediately determined by vote of the committee or sub-committee. If this is not possible, the matter shall be adjourned or deferred.

- (5) The nature of the interest of a committee or sub-committee member must be declared at the meeting of the committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the committee at the next meeting of the committee.
- (6) If a committee or sub-committee member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the committee held after the committee or sub-committee member becomes interested.
- (7) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.
- (8) A general notice stating that a committee or sub-committee member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under subclause (5).
- (9) After the distribution of the general notice, it is not necessary for the committee or sub-committee member to give a special notice regarding any particular transaction with that firm or company.
- (10) Any declaration made, any disclosure or any general notice given by a committee or sub-committee member in accordance with the subclauses must be recorded in the minutes of the relevant meeting.

**Note.** Section 31 of the Act contains requirements concerning disclosure of interests.

### **31 Minutes of committee and sub-committee meetings**

- (1) In the case of committee meetings, the secretary shall distribute the minutes of committee meetings to all committee members within 14 days of a meeting being held.
- (2) In the case of sub-committee meetings, the minute taker shall distribute the minutes of sub-committee meetings to all sub-committee members within 14 days of a meeting being held.
- (3) The tabling of sub-committee minutes shall be a standing agenda item of committee meetings.
- (4) Distribution under subclauses (1) and (2) shall be via the committee or sub-committee member's nominated preferred method of communication.

## **Part 4 General meetings**

### **32 Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **33 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 32, to be convened on the date and at the place and time that 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 committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **34 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 of at least 30% 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 be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (2) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **35 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 subclause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 33 (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.

### **36 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) The greater of 10 members or 15% of the total number of members, present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members - is to be dissolved, and
  - (b) in any other case - is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 9) are to constitute a quorum.

### **37 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.

### **38 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the

place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **39 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 44 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **40 Special resolutions**

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

### **41 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is entitled to vote at any general meeting only if their type of membership allows and they are not subject to subclause (3).
- (5) An exception to subclause (4) applies when the member is under 18 years of age at the time of the general meeting, and in such circumstances they are not entitled to vote.

### **42 Proxy votes not permitted**

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **43 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **44 Use of technology at general meetings**

- (1) A general meeting may be held at two or more locations using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- (3) A general meeting may be digitally recorded in full or part for specified purposes.
- (4) Prior to digital recording occurring under subclause (3), all persons present at the general meeting must be notified that digital recording will occur and the purposes for which the recording will be used.
- (5) Digital recordings of general meetings shall not be altered in any way prior to their destruction under subclause (7).
- (6) All persons present at a general meeting subject to digital recording, shall be entitled to inspect and/or replay the digital recordings.
- (7) Digital recordings of general meetings shall only be used for the notified purpose and destroyed immediately once the stated purpose has passed.
- (8) All breaches of subclauses (4) to (7) shall render the offenders subject to disciplinary action under clause 15.

#### **45 Minutes of general meetings**

- (1) The secretary shall distribute the minutes of general meetings to all members within 14 days of a general meeting being held.
- (2) Distribution shall be via the member's nominated preferred method of communication.

## Part 5 Miscellaneous

### 46 Insurance

- (1) The association will effect and maintain insurance.
- (2) Associate members are required to demonstrate to the registrar they are appropriately insured when applying for and renewing their membership.
- (3) Associate members are required, when requested, to show evidence of their current primary association membership by any member of the association at any time.

### 47 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, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### 48 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.
- (3) Authorised signatories will be the:
  - (a) public officer, by virtue of that office;
  - (b) president;
  - (c) secretary;
  - (d) treasurer;
- (4) The committee may from time to time appoint additional authorised signatories from among the committee members and may at any time revoke any such appointment.

**Note.** Section 36 of the Act contains requirements concerning composition and eligibility of authorised signatories.
- (5) Passing of an ordinary resolution of the committee is required for changes described in subclause (4).
- (6) Changes to the association's authorised signatories must be advised to the association's bank or other authorised deposit-taking institutions within 10 business days of the change.

### 49 Association is non-profit

- (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.

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

### 50 Distribution of property on winding up of association

- (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.

- (2) In this clause, 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.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## **51 Change of name, objects and constitution**

- (1) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## **52 Custody of books etc**

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
  - (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
  - (b) if the association has no premises, at the association's official address, in the custody of the public officer.

## **53 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **54 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **55 Financial year**

- (1) The financial year of the association is:
  - (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 May, and
  - (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 June and ending on the following 31 May.

### **Notes.**

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 58 for certain associations incorporated under the *Associations Incorporation Act 1984*.

## **56 By-laws**

- (1) The committee shall have power to make, alter or repeal at any time all such by-laws as it they deem necessary or convenient or expedient in relation to the proper conduct and management of the business and affairs of the association and the attainment of its objects.
- (2) By-laws so made and for the time being in force shall be binding on all members of the association until, repealed or significantly changed.
- (3) All by-laws shall be recorded in the minutes of the meeting at which they are made, altered or repealed, and the motion shall include the date on which the by-law is to come into force.
- (4) No by-law shall be contrary in effect to:
  - (a) the Act and Regulations;
  - (b) CASA regulations and directives;
  - (c) MAAA rules; or
  - (d) this constitution.
- (5) Should a by-law be determined to be in breach under subclause (4) then it shall have no effect and must be altered or repealed at the first available opportunity.

## **57 Acceptance and management of donations**

- (1) Provided donations are a permitted source of funds under clause 47 (1), donations can be nominated for future general or specific use.
- (2) The committee shall determine whether to accept or reject each donation taking into consideration aspects including consistency with the objects of the association, nominated future use and public perception of the association in accepting a donation.
- (3) The acceptance of a donation does not entitle the donor or associated persons to:
  - (a) any additional financial or non-financial benefits other than those stated in this constitution; or
  - (b) exert influence over future association decision making beyond the specified future use at the time of making the donation; or
  - (c) promote or publish the making of the donation without approval of the committee.
- (4) Upon acceptance, details of the donor, unless they have requested anonymity, future use purpose and amount of each donation shall be recorded in the association's minutes.
- (5) Donations accepted for uses other than general association expenditure shall be recorded in the association's financial records to show the future use type and balance of available funds.

- (6) A resolution passed by the association in general meeting, consistent with the specified future use at the time of the donation, is required to authorise the committee to distribute specific use donated funds.
- (7) Subclause (6) does not apply should the association be wound up under clause 50.

## **58 Visitors**

- (1) Visitors are welcome and should they wish to fly will need to demonstrate a level of competency as per MAAA rules and association by-laws.