

**LIPIZZANER  
ASSOCIATION OF AUSTRALASIA  
  
CONSTITUTION**

**DRAFT 5 May 2008**

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# 1 INTERPRETATION

## 1.1 Name of Association

The name of the association is the Lipizzaner Association of Australasia hereinafter referred to as “the Association”.

## 1.2 Definitions

“**Act**” means the *Associations Incorporation Act 1984*.

“**Associate Member**” means a financial member of the Association who is the owner of a Part Bred Lipizzaner and such other classes of members as the Committee may from time to time determine under this Constitution.

“**Association**” means the Lipizzaner Association of Australasia.

“**Breed**” means either Lipizzaner or Part Bred Lipizzaner horses.

“**Classification**” means the formal assessment of a Lipizzaner for the purpose of determining those stallions and mares accredited for breeding and registration in the Stud Book.

“**Commissioner**” means the Commissioner of the Office of Fair Trading.

“**Committee**” means the committee of management of the Association comprising the Office Bearers and such other Full Members elected or appointed to the Committee from time to time in accordance with this Constitution.

“**Constitution**” means the Constitution of the Association.

“**Full Member**” means a financial member of the Association who is the owner of a purebred Lipizzaner and includes Honorary Members.

“**General Meeting**” includes an annual general meeting and a Special General Meeting of the Association.

“**Honorary Member**” means a person who has been appointed as such by the Committee under **Clause 4.3**.

“**Lipizzaner**” means a purebred Lipizzaner horse recorded, or eligible to be recorded, in the Stud Book.

“**Member**” means a member of the Association and includes Full Members, Associate Members, Honorary Members and such other class or classes of members as the Committee may from time to time determine under this Constitution.

“**Office Bearer**” means an Office Bearer of the Association appointed under **Clause 12**.

“**Part Bred Lipizzaner**” means a horse with a minimum of 25% Lipizzaner breeding recorded, or eligible to be recorded, in the Register.

“**Public Officer**” means the person authorised to apply for incorporation of the Association.

“**Register**” means the record kept of Part Bred Lipizzaners within Australasia.

“**Registrar**” means the person responsible for the administration of the Association’s Stud Book and Register appointed under **Clause 12.**

“**Regulation**” means the *Associations Incorporation Regulation 1999*.

“**Secretary**” means the secretary of the Association appointed under **Clause 12.**

“**Special General Meeting**” means a general meeting of the Association other than an annual general meeting.

“**Special Resolution**” means a resolution passed by a majority of not less than seventy-five (75) percent of Full Members present in person or by proxy and voting.

“**Stud Book**” means the record kept of Lipizzaners within Australasia.

“**Treasurer**” means the treasurer of the Association appointed under **Clause 12.**

### **1.3 Interpretation**

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

## **2 OBJECTS OF THE ASSOCIATION**

- (a) The objects for which the Association is established are to –
- (i) Establish and maintain a Stud Book of purebred Lipizzaners in Australasia in accordance with the regulations of the Lipizzan International Federation (LIF).
  - (ii) Maintain membership of the LIF.
  - (iii) Promote the Lipizzaner horse breed.
  - (iv) Maintain and improve Lipizzaner breeding through accreditation and Classification in accordance with recognised international standards.
  - (v) Maintain a separate Register of Part Bred Lipizzaners in Australasia.
  - (vi) Support, promote and sponsor equestrian, sporting and other competitive activities for the Breed.
  - (vii) Provide support to owners and breeders of Lipizzaners.
  - (viii) Provide information to persons interested in Lipizzaners.
  - (ix) Educate the public about Lipizzaners.

- (x) Facilitate communication between Lipizzaner owners.
  - (xi) Encourage the use of high quality breeding practices for Lipizzaners.
- (b) For the purpose of carrying out the above objects, the Association has the power through decisions made on behalf of the Association by the Committee:
- (i) To sponsor competitions and provide or contribute towards the provision of prizes, awards and distinctions for the breed within events coordinated by other associations or entities;
  - (ii) To hold or arrange competitions for the Breed and provide prizes, awards and distinctions for these competitions;
  - (iii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whose objects are similar to those of the Association provided that any such action continues to protect the assets, objects and Constitution of the Association;
  - (iv) To purchase, sell, arrange and deal in products and services approved by the Committee and which are to the benefit of the Association;
  - (v) To remove or suspend any Committee Member or Member of the Association who is deemed unfit to be a Member of the Association through misconduct, mal-treatment or abuse of animals or any other action deemed by the Committee to be in breach of the Code of Conduct of the Association;
  - (vi) To appoint or employ any Member or other person to carry out duties in accordance with the objects of the Association;
  - (vii) To invest and deal with the money of the Association not immediately required, to the benefit of the Association;
  - (viii) To borrow or raise money as approved by the Committee for the operation of the Association and to secure the subsequent repayment or performance of any debt or liability;
  - (ix) To procure contributions to the funds of the Association as determined by the Committee, in the form of donations, annual subscriptions or otherwise;
  - (x) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
  - (xi) To do all such other lawful things as are incidental or conducive to the achievement of these objects or any of them.

### **3 MEMBERSHIP**

Membership of the Association shall be divided into the following classes, namely:

- (a) Full Members;

- (b) Associate Members;
- (c) Honorary Members; and
- (d) Such other class or classes of members as the Committee may from time to time determine under this Constitution.

#### **4 MEMBERS**

- 4.1 (a) Subject to any determination by the Committee, a person may qualify for membership as a Full Member if that person has paid their membership subscription and joining fee (if any) and is the owner of a pure bred Lipizzaner.
- (b) A Full Member shall have the right to receive notice of, and to vote at, General Meetings and shall be eligible for appointment as an Office Bearer or for appointment or to stand for election to the Committee.
- 4.2 (a) Subject to any determination by the Committee, a person may qualify for membership as an Associate Member if that person has paid their membership subscription and joining fee (if any) and is the owner of a Part Bred Lipizzaner.
- (b) An Associate Member shall not have the right to vote at General Meetings and shall not be eligible for appointment or to stand for election to the Committee but shall be entitled to receive notices of General Meetings.
- (c) An Associate Member:
- (i) shall be entitled to attend all General Meetings and to be heard unless specifically excluded by the Committee;
  - (ii) shall be eligible to sit on any sub-committees established by the Committee; and
  - (iii) in all other respects shall have the same rights, duties and obligations as a Full Member except as otherwise provided in this Constitution.
- 4.3 A person may, at the discretion of the Committee, be granted Honorary membership from time to time based on an outstanding contribution to the Association or to the Breed. An Honorary Member is not required to pay any membership subscription or joining fee (if any) and is eligible to vote at General Meetings and for appointment or to stand for election to the Commit
- 4.4 A person eligible to become a Member shall not be admitted to membership until that person:
- (a) has agreed in writing to be bound by the Constitution; and
  - (b) has paid to the Association any membership subscription or joining fee (if any) payable under this Constitution.
- 4.5 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is

limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by **Clause 6.**

## **5 RESIGNATION AND TERMINATION OF MEMBERSHIP**

5.1 Any Member may resign from membership of the Association by giving to the Secretary written notice of resignation but shall remain liable for any unpaid membership subscription and all arrears due and unpaid at the date of resignation and for any other money due by the Member to the Association.

5.2 If a membership subscription remains unpaid for a period of three (3) months after it becomes due the Secretary, after giving notice of default to the Member, may remove the Member from membership of the Association. The Secretary may reinstate the Member on payment of all arrears.

5.3 A Member who:

- (a) is known to have abused or mal-treated animals;
- (b) through misconduct brings themselves or the Association into disrepute; or
- (c) is in breach of the Code of Conduct of the Association.

shall have their membership rescinded and cease to be a Member. Any such decision is at the absolute discretion of the Committee.

5.4 The Committee may, in its absolute discretion, also instruct the Secretary to reinstate any Member who has ceased to be a Member under **Clause 5.3.**

5.5 A Member whose place of residence changes must notify the Secretary within one (1) month.

5.6 Where membership is terminated for any reason membership subscriptions will not be reimbursed in whole or in part.

## **6 MEMBERSHIP SUBSCRIPTIONS AND FEES**

6.1 Every person admitted as a Member of the Association (other than an Honorary Member) shall, upon admission to membership, pay to the Association such joining fee (if any) as the Committee may, in its absolute discretion, determine from time to time.

6.2 Every person admitted as a Member (other than an Honorary Member) shall pay a membership subscription as and when the Committee may determine.

6.3 The membership subscriptions payable by Members shall be such sums as are from time to time fixed by the Committee.

6.4 Where special circumstances exist the Committee may, in its absolute discretion, reduce or waive any fees or subscriptions.

## **7 REGISTER OF MEMBERS**

- 7.1 The Secretary shall keep and maintain a register of Members in which shall be entered the Member's full name, address, type of membership and the date on which the person became a Member.
- 7.2 The register of Members shall be available for inspection, free of charge, by Members at any reasonable hour at the principal place of administration of the Association.
- 7.3 A Member of the Association may obtain a copy of any part of the register on payment of a fee of \$1.00 for each page copied or, if some other amount is determined by the Committee, that other amount.

## **8 RESOLUTION OF INTERNAL DISPUTES**

- 8.1 Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to the Committee for determination provided that no Committee member who may have a personal interest in the determination shall take part in the determination.
- 8.2 At least seven (7) days before a Committee meeting to determine a dispute, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the Committee.

## **9 DISCIPLINING OF MEMBERS**

- 9.1 A complaint may be made to the Committee by any person that a Member:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution or the Association's Code of Conduct, rules, regulations or by-laws; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests or the reputation of the Association.
- 9.2 On receiving such a 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 fourteen (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.
- 9.3 The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 9.4 If the Committee expels or suspends a Member the Secretary must, within seven (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 10**.

9.5 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
- (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under **Clause 10.5**

## **10 RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

10.1 A Member may appeal to the Association in Special General Meeting against a resolution of the Committee under **Clause 9**, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

10.2 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.

10.3 On receipt of a notice from a Member under **Clause 10.1**, the Secretary must notify the Committee which is to convene a Special General Meeting of the Association to be held within twenty eight (28) days after the date on which the Secretary received the notice.

10.4 At a Special General Meeting of the Association convened under **Clause 10.3**:

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the Full Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.5 If at the Special General Meeting the Full Members pass a Special Resolution in favour of the confirmation of the resolution, the resolution, is confirmed.

10.6 For the avoidance of doubt, a Committee member who participated in the resolution passed under **Clause 9.3** shall be entitled to vote in their capacity as a Full Member at a Special General Meeting convened under this clause.

10.7 The provisions of **Clause 19.5** regarding the use of Instantaneous Communication Devices may, at the discretion of the Committee, apply to Special General Meetings convened under this clause as if the Special General Meeting were a Committee meeting.

## **11 POWERS OF THE COMMITTEE**

11.1 The Committee is a committee of management of the Association and is subject to the Act, the Regulation, the Constitution and any resolutions passed by the Association in General Meeting. The Committee's function is to:

- (a) control and manage the business and affairs of the Association including the assets and funds of the Association;

- (b) exercise all such functions appropriate to the Association's Constitution, rules, regulations and by-laws; and
  - (c) perform those acts and functions necessary and desirable for the proper management of the affairs of the Association.
- 11.2 The Committee may from time to time make, alter, amend and repeal rules, regulations or by-laws as it may deem necessary for the proper conduct and management of the Association and the regulation of its activities and affairs.
- 11.3 The Committee may establish such sub-committees as it determines from time to time for whatever purposes it sees fit and with such powers and delegations and subject to such conditions, rules or regulations as the Committee may, in its absolute discretion, determine.

## **12 COMMITTEE AND OFFICE BEARERS**

- 12.1 The Committee shall consist of:
- (a) the Office Bearers of the Association;
  - (b) up to three (3) other Full Members;
- each of whom is to be elected at the annual general meeting of the Association; and
- (c) the Registrar;
- who is appointed by the Committee for such term of office as the Committee may from time to time determine.
- 12.2 The Office Bearers shall consist of:
- (a) the President
  - (b) the Vice President
  - (c) the Treasurer
  - (d) the Secretary
- 12.3 A member of the Committee may hold two (2) Office Bearer positions.
- 12.4 The Committee may, with the agreement of an Office Bearer, delegate any or all of the duties or responsibilities of that Office Bearer to another Committee member or to any other person authorised by the Committee for that purpose.
- 12.5 Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election and is eligible for re-election.
- 12.6 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Full Member to fill the vacancy. Such appointee to the Committee is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **13 ELECTION OF THE COMMITTEE**

13.1 Nomination of candidates for election as Office Bearers of the Association or as members of the Committee:

- (a) must be made in writing; and
- (b) must be delivered in writing to the Secretary at least seven (7) days before the date fixed for the annual general meeting at which the election is to take place.

Nominations shall also be accepted by email sent to the Secretary or by the chairperson at the annual general meeting.

13.2 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.

13.3 Any remaining vacancies on the Committee shall be deemed to be casual vacancies which may be filled under **Clause 17**.

13.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting in such manner as the Committee may direct.

13.5 The person filling the role of Registrar is to be appointed by the Committee under **Clause 12.1** and is not an elected position.

## **14 SECRETARY**

14.1 The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

14.2 It is the duty of the Secretary to keep minutes of:

- (a) all appointments of Office Bearers and members of the Committee;
- (b) the names of members of the Committee present at Committee meetings and General Meetings; and
- (c) all proceedings at Committee meetings and General Meetings.

The Secretary must ensure that minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **15 TREASURER**

15.1 It is the duty of the Treasurer to ensure:

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

## **16 REGISTRAR**

16.1 It is the duty of the Registrar to:

- (a) establish and maintain an accurate record of Lipizzaners within Australasia through a procedure and methodology approved by the Committee.
- (b) liaise with international authorities in regard to the Stud Book on matters approved by the Committee.
- (c) correspond with Members on matters relating to the recording of horses in the Stud Book and Register.
- (d) provide advice to Members on matters relating to the recording of horses in the Stud Book and Register.
- (e) co-ordinate in conjunction with the Committee, Classification days to confirm breeding status and accreditation of Lipizzaner stallions and mares within Australasia.
- (f) make recommendations to the Committee on matters related to the Stud Book and Register.

## **17 CASUAL VACANCIES**

17.1 For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a Full Member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by giving notice in writing to the Secretary, or
- (e) is removed from office under **Clause 18**.
- (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

## **18 REMOVAL OF COMMITTEE MEMBER**

18.1 Full Members in General Meeting may by resolution remove any member of the Committee (including Office Bearers) from the Committee before the expiration of the term of office of the person so removed.

18.2 If a member of the Committee to whom a proposed resolution referred to in **Clause 18.1** relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to Members, the Secretary or the President may send a copy of the representations to each Member or, if the

representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **19 PROCEEDINGS OF THE COMMITTEE**

- 19.1 (a) The Committee shall hold regular meetings for the despatch of business at such places and times and by such means as the Committee may from time to time determine. There shall be at least three (3) meetings of the Committee in each year. Meetings of the Committee shall be held in accordance with determinations by the Committee.
- (b) Subject to **Clause 19.5**, meetings of the Committee may be held by Committee members being present at different locations at the same time conferring together by email, conference telephone or conference video link.
- (c) Special meetings of the Committee may be convened by the President or any three (3) Committee members.
- (d) At least forty-eight (48) hours notice of every Committee meeting shall be sent to each Committee member, except for those who have notified an absence or are unavailable to participate in the meeting. Notice of special meetings must specify the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (e) Any four (4) Committee members entitled to vote constitute a quorum for the transaction of business of a meeting of the Committee.
- (f) No business shall be transacted unless a quorum is present (physically at one location or at different locations in accordance with a determination made by the Committee) and, if within fifteen (15) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and time of the same day in the following week, unless the meeting was a special one in which case it lapses. If at the adjourned meeting a quorum is not present the meeting shall lapse.
- 19.2 At the meetings of the Committee:
- (a) the President or, in his or her absence, the Vice-President shall preside;
- (b) if the President and Vice-President are both absent, one of the remaining Committee members as may be chosen by the Committee, shall preside.
- 19.3 (a) Questions arising at a meeting of the Committee shall be determined on a show of hands or by voices in the affirmative or negative or, if demanded by a Committee member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (b) Each Committee member shall be entitled to one vote. The person presiding shall not have a second or casting vote. Questions arising at any meeting of the Committee shall be decided by a simple majority of the number of votes cast.

- (c) A Committee member shall not vote in respect of any contract with the Association or other matter in which that Committee member has a personal interest or any matter arising therefrom and any vote by that Committee member shall not be counted.
  - (d) If a Committee member holds any office or possesses any property such that he or she might have duties or interests which directly or indirectly conflict with his or her duties or interest as a Committee member, that Committee member must declare at a meeting of the Committee the fact, nature, character and extent of the conflict.
- 19.4 A resolution in writing signed by not less than seventy-five (75) percent of the members of the Committee who are in Australia or New Zealand (or a facsimile of such a signed resolution received by the Secretary by facsimile transmission) shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents each signed by one or more members of the Committee.
- 19.5 For the purposes of this Constitution, the contemporaneous linking together by a device that permits instantaneous communications (an Instantaneous Communication Device) of a number of consenting Committee members not less than the quorum, whether or not any one or more of the Committee members is out of Australia or New Zealand, is deemed to constitute a meeting of the Committee and all the provisions of this Constitution as to the meetings of the Committee will apply to such meetings held by Instantaneous Communication Device so long as the following conditions are met:
- (a) all the Committee members for the time being entitled to receive notice of a meeting of the Committee are entitled to notice of the meeting by Instantaneous Communication Device and to be linked by Instantaneous Communication Device for the purposes of such meeting. Notice of any such meeting may be given via the Instantaneous Communication Device or in any other manner permitted by this Constitution;
  - (b) at the commencement of the meeting each of the Committee members taking part in the meeting by Instantaneous Communication Device is able to hear each of the other Committee members taking part;
  - (c) at the commencement of the meeting each Committee member must acknowledge the Committee member's presence for the purpose of a meeting of the Committee to all the other Committee members taking part;
  - (d) a Committee member must not leave the meeting by disconnecting the Committee member's Instantaneous Communication Device unless the Committee member has previously obtained the express consent of the chairperson of the meeting. A Committee member is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless the Committee member has previously obtained the express consent of the chairperson of the meeting to leave the meeting; and
  - (e) a minute of the proceedings of a meeting by Instantaneous Communication Device is sufficient evidence of those proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson.

- 19.6 The Committee will cause minutes to be duly entered in books provided for that purpose:
- (a) of all appointments of Office Bearers;
  - (b) of all the names of the Committee members present at each meeting of the Committee;
  - (c) of all resolutions and proceedings of General Meetings and of meetings of the Committee.

Any such minutes, if purporting to be signed by the chairperson of a meeting or of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

- 19.7 Subject to this Constitution, the Committee shall have full power to act notwithstanding any vacancy on the Committee.
- 19.8 Any act done by the Committee or by a sub-committee or by any person acting as a Committee member will be valid even if it is later discovered:
- (a) that there was some defect in the appointment or continuance in office of a Committee member or such other person; or
  - (b) that any of them was disqualified or had vacated office or were not entitled to vote.

## **20 ANNUAL GENERAL MEETING**

- 20.1 With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.
- 20.2 The Association must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the Association
- 20.3 **Clauses 20.1 and 20.2** have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.
- 20.4 The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since the last preceding annual general meeting;
  - (b) to receive from the Committee the accounts of the Association and reports upon the transactions and activities of the Association during the last preceding financial year; and

- (c) the transaction of any business, which under the Act or this Constitution is required to be transacted.
- 20.5 The annual general meeting may transact special business of which notice is given in accordance with this Constitution.
- 20.6 The annual general meeting shall be specified as such in the notice convening it.
- 20.7 The annual general meeting shall be in addition to any other Special General Meetings that may be held in the same year.

## **21 SPECIAL GENERAL MEETING**

- 21.1 All General Meetings, other than the annual general meeting, shall be called Special General Meetings.
- 21.2
  - (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
  - (b) The Committee shall, on the requisition in writing of not less than ten (10) Full Members convene a Special General Meeting of the Association. The Committee may, at its discretion, convene a Special General Meeting of the Association if requested by less than ten (10) Full Members.
  - (c) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Full Members making the requisition and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Full Members making the requisition.
  - (d) If the Committee does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is received by the Secretary, Full Members with more than fifty (50) percent of the votes of all of the Full Members who made the request under this clause, or any of them, may convene a Special General Meeting to be held not later than three (3) months after the date on which the requisition is received by the Secretary.
  - (e) A Special General Meeting convened by Full Members under this clause shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **22 NOTICE OF GENERAL MEETING**

- 22.1 The Secretary shall, at least twenty-one (21) days before the date fixed for holding a General Meeting (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day on which the General Meeting is to be held) cause to be sent to each Member at the Member's address appearing in the register of Members, a notice in writing (or any other method of service permitted under the Act or this Constitution) stating the place, date and time of the meeting and the nature of the business, which can be in general form, to be transacted at the meeting.

- 22.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting except that general business, whether or not appearing on the notice convening the meeting, may be transacted at an annual general meeting.
- 22.3 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.
- 22.4 A Member desiring to bring any business, other than general business, before a meeting may give notice of that business in writing to the Secretary not less than twenty-eight (28) days prior to that meeting. The Secretary shall include that business in the notice calling the next General Meeting after the receipt of the notice. General business may be raised at an annual general meeting without prior notice.

### **23 PROCEEDINGS AT GENERAL MEETINGS**

- 23.1 (a) All business that is transacted at a Special General Meeting and all business that is transacted at the annual general meeting, with the exception of that specifically referred to in this Constitution as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a General Meeting unless a quorum of Full Members is present during the time when the meeting is considering that item.
- (c) Four (4) Full Members personally present constitute a quorum for the transaction of the business of a General Meeting.
- (d) If within fifteen (15) minutes after the appointed time for the commencement of a General Meeting a quorum is not present the meeting, if convened upon the requisition of Full Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Full Members present (being not less than three (3)) shall be a quorum.
- 23.2 (a) The President or, in the President's absence, the Vice-President shall preside as chairperson at each General Meeting of the Association.
- (b) If the President and the Vice-President are absent from a General Meeting, the Full Members present shall select one of their number to preside as chairperson at the meeting.
- 23.3 (a) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a meeting is adjourned for fourteen (14) days or more, a notice of the adjourned meeting shall be given to Members by the Secretary as required by **Clause 22.1**.
  - (c) Except as provided in paragraphs (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 23.4 A question arising at a General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
- 23.5
  - (a) Upon any question arising at a General Meeting a Full Member has one vote only.
  - (b) All votes shall be given personally or by proxy.
  - (c) In the case of an equality of votes, the chairperson of the meeting shall be entitled to exercise a second or casting vote.
- 23.6
  - (a) If at a meeting a poll on any question is demanded by a Full Member, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (b) A poll that is demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.
- 23.7 A Full Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Full Member to the Association have been paid.
- 23.8
  - (a) Each Full Member shall be entitled to appoint another Full Member as his or her proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
  - (b) The notice appointing the proxy shall be in a common or usual form as approved by the Committee from time to time.
- 23.9 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- 23.10 A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death, unsoundness of mind or revocation is received by the Association before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a

resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

- 23.11 The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person does not comply, that person may be excluded from voting on a resolution either upon a show of hands or upon a poll.

## **24 SOURCE OF FUNDS**

- 24.1 The funds of the Association are to be derived from joining fees and membership subscriptions from Members, donations and such other sources of income as the Committee may from time to time determine.
- 24.2 All moneys received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 24.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **25 MANAGEMENT OF FUNDS**

- 25.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- 25.2 The funds of the Association shall be banked in the name of the Association at any bank or other financial institution as the Committee may from time to time determine.
- 25.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) Committee members or in such other manner as the Committee may from time to time determine.

## **26 COMMON SEAL**

- 26.1 The common seal of the Association (if any) must be kept in the custody of the Secretary.
- 35.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two (2) members of the Committee.

## **27 CUSTODY OF BOOKS**

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

## **28 INSPECTION OF BOOKS**

The records, books and other documents of the Association must be open for inspection, free of charge, by a Member at any reasonable hour.

## **29 AUDIT**

29.1 The funds of the Association may be audited from time to time as determined by the Committee.

## **30 NOTICES**

30.1 A notice may be served by or on behalf of the Association upon any Member whether personally or by sending it by post to the Member at the Member's address shown in the register of Members.

30.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

30.3 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(a) every Member except those Members for whom the Association has no registered address or other address or an address for the giving of notices to them; and

(b) the auditor or auditors for the time being of the Association.

30.4 No other person shall be entitled to receive notices of General Meetings.

## **31 INSURANCE**

The Association may effect and maintain such insurance as the Committee sees fit.

## **32 INDEMNITY**

Every person who is or has been an officer (including a Committee member), auditor or agent of the Association shall be indemnified out of the property of the Association against any liability incurred by them in their capacity as officer, auditor or agent:

(a) in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court; and

(b) to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

## **33 NON-PROFIT**

33.1 The income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith and at the discretion of the Committee:

(a) of remuneration to any officers or employees of the Association in return for any services rendered to the Association, if such payment is approved by the Committee and the amount payable is not more than an amount that would be commercially reasonable for the service;

- (b) for goods supplied in the ordinary and usual course of business;
- (c) of interest at a reasonable and proper rate on money borrowed from any Member;
- (d) of reasonable and proper rent for premises leased by any Member to the Association; or
- (e) of out of pocket expenses incurred by a Committee member in performing Association duties.

#### **34 MEMBERS' LIABILITY**

The liability of the Members is limited to the extent set out in **Clause 4.5**.

#### **35 WINDING UP**

If the Association is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to:

- (a) some other fund, society or association approved by Members in General Meeting or (failing which) by a judge of the Supreme Court of New South Wales, which is charitable at law and has objects or purposes similar to the objects of the Association and which is a named fund, authority or institution known to have been approved under sub-division 30-B of the Income Tax Assessment Act 1997; or
- (b) a fund, society or association which falls under one or more of the items listed in the tables in sub-division 30-B of the Income Tax Assessment Act 1997.

#### **36 ALTERATION TO CONSTITUTION AND OBJECTS**

- 36.1 This Constitution, including the objects of the Association, may be altered only by a Special Resolution passed at a General Meeting called for that purpose.
- 36.2 An alteration to this Constitution shall be submitted to a General Meeting only with the prior approval of the Committee.