

BEECROFT-CHELTENHAM CIVIC TRUST INCORPORATED
CONSTITUTION 2026

Approved at the Annual General Meeting held on 26 March 2026

Contents

Part 1	Preliminary	3
1	Name	3
2	Objectives	3
3	Definitions	3
Part 2	Members of the Trust	4
4	Membership generally	4
5	Membership applications	4
6	Life membership	4
7	Register of members	4
8	Fees and subscriptions	5
9	Members' liabilities	5
10	Disciplinary action against members	5
11	Right of appeal against disciplinary action	6
12	Resolution of internal disputes	6
13	Membership entitlements not transferable	6
14	Member resignation	6
15	Cessation of membership	6
Part 3	Committee	6
16	Functions of committee	6
17	Composition of committee	7
18	Election of committee members	8
19	Terms of office	8
20	Vacancies in office	8
21	Secretary	9
22	Treasurer	9
23	Delegation to subcommittees	9
24	Committee meetings	9
25	Notice of committee meeting	10
26	Quorum	10
27	Presiding committee member	10
28	Voting	10
29	Acts valid despite vacancies or defects	10
30	Transaction of business outside meetings or by telephone or other means	11
Part 4	General meetings of the Trust	11
31	Annual general meetings	11
32	Special general meetings	11
33	Notice of general meeting	12
34	Special resolutions	12
35	Quorum	12
36	Adjourned meetings	13
37	Presiding member	13
38	Voting	13
39	Electronic ballots	13

40	Transaction of business outside meetings by electronic circulation of papers	14
Part 5	Administration	14
41	Change of name, objects or constitution	14
42	Funds	14
43	Insurance	14
44	Non-profit status	14
45	Service of notices	14
46	Custody of records and books.....	15
47	Inspection of records and books	15
48	Financial year	15
49	Distribution of property on winding up	15

Part 1 Preliminary

1 Name

- (1) The name of the association shall be the Beecroft-Cheltenham Civic Trust Incorporated (hereafter “the Trust”).

2 Objectives

- (1) The objectives of the Trust are to:
- (a) Preserve the existing village character, heritage values and the natural beauty of the Beecroft and Cheltenham districts observed in the natural environment of flora and fauna in bushlands, waterways and reserves, the landscape of parks and streetscapes, and the built environment
 - (b) Work with and assist local and state government for the betterment of the district
 - (c) Advocate for Beecroft and Cheltenham residents with regard to any proposed changes and/or developments in the district
 - (d) Make submissions to federal, state and local government as well as statutory bodies
 - (e) Support and encourage an interest in the history and heritage of the district, by recording and publishing or depositing with appropriate organisations, oral and written history of the district
 - (f) Achieve the preceding objectives by various means, including –
 - (i) communicating and engaging with residents, Councillors, local and state agencies and other bodies
 - (ii) public meetings, seminars, discussions and lectures
 - (iii) exhibitions
 - (iv) publications including via a newsletter, books, website, leaflets and social media
 - (v) guided walks
 - (vi) social and community events
 - (vii) public relations activities.

3 Definitions

- (1) In this constitution:

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in 17(1)(a)(i) - (iv).

ordinary committee member means a committee member who is not an office-bearer.

public officer means the official point of contact for an incorporated association

register of members means the register of members maintained under clause 7.

secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office -the public officer of the association.

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

subcommittee means a subcommittee established under clause 23.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of the Trust

4 Membership generally

- (1) An individual is taken to be a member of the Trust if the person has applied to be a member and the application has been approved in accordance with clause 5.

5 Membership applications

- (1) An application by a person to be a member of the Trust must be:
 - (a) made in writing, and
 - (b) in the form determined by the committee, and
 - (c) lodged with the secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee. in accordance with subclause 8(1).
- (4) The applicant becomes a member once the applicant's name is entered in the register.

6 Life membership

- (1) A person who has demonstrated outstanding service and/or exceptional, sustained commitment over time may be honoured by being approved as a life member of the Trust.
- (2) In order for a member to be considered for life membership, a written nomination of the member must be provided by two other members to the president setting out the case for life membership.
- (3) The nomination will be considered by the committee in confidence and, if approved, the award will be presented to the recipient, at a general meeting of the Trust
- (4) Life members of the Trust are recorded in the register of members.
- (5) Life members have the same rights as members under this Constitution.
- (6) Life members are not required to pay annual membership fees.

7 Register of members

- (1) The treasurer must establish and maintain a register of members of the Trust.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) the date of the most recent membership payment for that member or, the date of appointment as a life member, and
 - (v) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales and be available at the association's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in clause 7(2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

- (4) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (5) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the Trust, or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

8 Fees and subscriptions

- (1) A member must pay to the Trust an annual subscription fee of an amount determined by the committee:
 - (a) before January 1 in each calendar year, except
 - (b) if a subscription to become a member is received after 30 September in the calendar year, that member is deemed also to have paid the succeeding year's annual subscription.
- (2) Any variation in the subscription shall not take effect until the first of January in the calendar year after the meeting of the committee at which the variation was determined.

9 Members' liabilities

The liability of a member of the Trust to contribute to the payment of either of the following is limited to the amount, if any, of any outstanding membership fees for the member under clause 8:

- (a) the debts and liabilities of the Trust,
- (b) the costs, charges and expenses of the winding up of the Trust.

10 Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the Trust has:
 - (a) failed to comply with a provision of this constitution, or
 - (b) willfully acted in a way prejudicial to the interests of the Trust.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the Trust or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day the Trust confirms the resolution under clause 11.

11 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 11 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the Trust to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

12 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
 - (a) a dispute between 2 or more members of the Trust, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the Trust.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

13 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the Trust:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the Trust.

14 Member resignation

- (1) A member of the Trust may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

15 Cessation of membership

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the Trust, or
- (d) fails to pay the annual subscription fee payable under clause 8(1) within 3 months of the due date.

Part 3 Committee

Division 1 Constitution

16 Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Trust in general meeting, the committee:

- (a) is to control and manage the affairs of the Trust, and

- (b) may exercise all the functions that may be exercised by the Trust, other than a function that is required to be exercised by the Trust in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Trust.

17 Composition of committee

- (1) The committee must have up to 10 members, as elected in accordance with clause 18, consisting of:
 - (a) the following office-bearers:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer, and
 - (b) the convener of the standing subcommittee Beecroft Cheltenham History Group (BCHG)
 - (c) at least 2 and up to 5 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.
- (3) The committee may assign roles for committee members such as newsletter editor, membership officer and events officer or as required.
- (4) The committee shall appoint a public officer who is an office-bearer or other committee member over the age of 18 and a resident of NSW and who shall hold the post until terminated by the committee.
- (5) The committee must fill any vacancy in the role of public officer within 28 days.
- (6) The public officer is the official point of contact for NSW Fair Trading.
- (7) The official address of the Trust is a physical address in NSW here the public officer can generally be found and where documents can be received by post. It cannot be a Post Office Box.
- (8) The new public officer must advise NSW Fair Trading of their appointment using the approved Form A9 Notice of Appointment of Public Officer and Notice of Change of Association Address.
- (9) The public officer is automatically one of the authorized signatories for the Trust but is not automatically a signatory for the bank account(s).
- (10) The public officer will vacate the position if he or she:
 - (a) dies,
 - (b) resigns in writing to the committee,
 - (c) is removed from office by the committee,
 - (d) becomes bankrupt,
 - (e) becomes a mentally incapacitated person,
 - (f) ceases to be a resident of NSW, or
 - (g) meets any circumstances as provided for in the Constitution.

11 The public officer is responsible for:

- (a) notifying Fair Trading of any change in the Trust's official address within 28 days,
- (b) collecting all Trust documents from former committee members and delivering the documents to the new committee member,
- (c) returning all Trust documents to a committee member within 14 calendar days, upon vacating office,
- (d) acting as the official contact for the Trust, including taking delivery of documents served on the Trust and bringing them to the attention of the committee as soon as practicable, and

(e) custody of any documents as required by law or the Constitution.

18 Election of committee members

- (1) Any member of the Trust may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing, and
 - (b) signed by at least 2 members of the Trust, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected, and
 - (b) a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

19 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.
- (4) No president shall be eligible to hold office for more than 3 consecutive terms (3 years).

20 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Trust, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the Trust under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The Trust in general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of the Trust to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in clause 20(2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and

- (b) request that the committee send a copy of the statement to each member of the Trust at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under clause 20(3)(a) to each member in accordance with a request made under clause 20(3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the Trust to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

21 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the Trust specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

22 Treasurer

The treasurer of the Trust must ensure—

- (a) all money owed to the Trust is collected, and
- (b) all payments authorised by the Trust are made, and
- (c) correct books and accounts are kept showing the financial affairs of the Trust, including full details of receipts and expenditure relating to the Trust's activities.

23 Delegation to subcommittees

- (1) The BCHG is a standing subcommittee of the Trust arising from the amalgamation of the BCHG with the Trust in 2005, which:
 - (a) is comprised of a convener of the BCHG who is an elected committee member of the Trust and at least 3 others
 - (b) has a dedicated focus on the objects listed in clauses 2(1)e and f
 - (c) has separate bank account(s) under the terms of the 2005 Deed, and a
 - (d) separate domain and website.
- (2) The committee may also:
 - (a) establish 1 or more other subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (3) The committee may delegate to the subcommittee(s) the exercise of the committee's functions specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.

24 Committee meetings

- (1) The committee must meet at least 6 times in each 12-month period at the place and time determined by the committee.

- (2) Additional meetings of the committee may be convened by the president or secretary at the request of any 2 committee members.
- (3) A committee meeting may be held at two or more venues using any technology approved by the committee that gives each committee member a reasonable opportunity to participate.
- (4) A committee member who participates in a committee meeting using approved technology is taken to be present at the meeting and if the committee votes at the meeting is taken to have voted in person.
- (5) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

Division 2 Procedure

25 Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

26 Quorum

- (1) The quorum for a meeting of the committee is 4 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned to a place and time designated by the president or, in his/her absence, the vice-president.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

27 Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

28 Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

29 Acts valid despite vacancies or defects

- (1) Subject to clause 26(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

30 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under clause 30(2), or
 - (b) a meeting held in accordance with clause 30(3).
- (5) A resolution approved under clause 30(2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of the Trust

31 Annual general meetings

- (1) The Trust must hold an annual general meeting within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and clause 31(1), the annual general meeting is to be held at the place and time determined by the committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the Trust's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the Trust under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

32 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

- (5) A special general meeting held under 32(4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

33 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
- (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under clause 28(4), the secretary must specify the nature of the business in the next notice calling a general meeting.
- (6) In exceptional circumstances only, the committee may determine that a general meeting may be held solely by electronic means using any technology approved by the committee that gives each member a reasonable opportunity to participate.
- (7) Mixed modes of electronic and in-person attendance at a general meeting shall not be permitted.
- (8) In exceptional circumstances only, a member who participates in a general meeting using approved technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

34 Special resolutions

- (1) A special resolution may only be passed at a general meeting in accordance with section 39 of the Act.
- (2) A special resolution is required to:
- (a) alter, add or rescind the constitution or objects of the Trust,
 - (b) alter or add to the name of the Trust,
 - (c) amalgamate the Trust with another incorporated club or organisation, or to
 - (d) voluntarily wind up and distribute the assets of the Trust.
- (3) A special resolution can be proposed for any general meeting with not less than 21 calendar days' notice of the special resolution given to members.
- (4) The notice must contain the complete wording of the proposed resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (5) Not less than three quarters (that is, 75% or more) of members who are both:
- (a) entitled to vote, and
 - (b) who actually do vote,
- must vote 'in favour of' (for) the special resolution either in person at the meeting, or, where permitted by the constitution, a postal or electronic ballot is conducted by the Trust.

35 Quorum

- (1) The quorum for a general meeting is 20 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.

- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned to a time and place specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 10 members present, the members present constitute a quorum.

36 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

37 Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the committee members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

38 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the member to the Trust.
- (2) Each member has 1 vote, except as provided by clause 37(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 39 applies - an electronic ballot, but only if:
 - (c) the member presiding at the meeting moves that the question be decided by ballot, or at least 5 10 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in clause 38(3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the Trust's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

39 Electronic ballots

- (1) The Trust may hold an electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 11.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

40 Transaction of business outside meetings by electronic circulation of papers

- (1) The Trust may transact its business by the circulation of papers by electronic means, among all members of the association.
- (2) If the Trust transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Trust made at a general meeting.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

41 Change of name, objects or constitution

An application for registration of a change in the Trust's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

42 Funds

- (1) Subject to a resolution passed by the Trust, the Trust's funds may be derived from the following sources only:
 - (a) the annual subscription fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the Trust, the Trust's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the Trust must:
 - (a) deposit the money, without deduction, to the credit of the Trust's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
 - (c) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

43 Insurance

The Trust may take out and maintain insurance as appropriate for the association's assets and liabilities.

44 Non-profit status

Subject to the Act and the Regulation, the Trust must not conduct the Trust's affairs in a way that provides a pecuniary gain for a member of the Trust.

Note: See the Act, section 40.

45 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person by:
 - (a) delivering the notice to the person personally, or
 - (b) sending the notice by pre-paid post to the address of the person, or
 - (c) sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:

- (i) on the date the notice was sent, or
- (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

46 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to the Trust must be kept in New South Wales at the association's official address, in the custody of the public officer.

47 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the Trust at a reasonable time:
 - (a) this constitution,
 - (b) minutes of committee meetings and general meetings of the Trust,
 - (c) records, books and other documents relating to the Trust.
- (2) A member may inspect a document referred to in clause 47(1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the Trust for the member to do so.

48 Financial year

The Trust's financial year is each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following December 31.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the Associations Incorporation Act 1984.

49 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the Trust, the surplus property of the association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause, *surplus property* has the same meaning as in the Act, section 65.