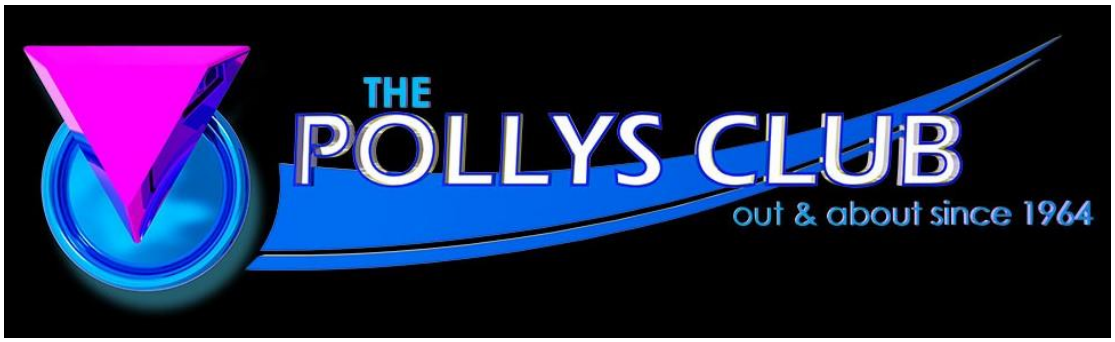


Constitution
The Polly's Club Incorporated

September 2026

Incorporation Number Y17156-24

Under the *Associations Incorporation Act 2009*

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

executive committee member means an office-bearer.

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 clause 16(1)(a)(i) - (iv).

register of committee members means the register of committee members maintained under clause 6.

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.

ordinary resolution means a resolution which is supported by more than half of the votes cast by committee members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

special resolution means a resolution which is supported by at least three-quarters of the votes cast by the committee members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

subcommittee means a subcommittee established under clause 22.

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.

2 Mission and Purpose

(1) Mission

Run by volunteers since 1964, the Pollys Club provides an inclusive, safe, fun and friendly community dance space that supports self-expression and connectedness thus helping to address social isolation in the LGBTIQA+ community.

The Pollys Club holds 5 dances a year - usually Marrickville Town Hall. The format has not changed much over the years... doors open at 7pm for a dance set which is a meander through the decades. This is followed by the 30 minute drag show at 9:30pm. The second dance set is more mixed but still retro, still dancy and still fabulous.

Funds raised in excess of operating costs are donated to charities focused on men's health, women's health, youth health, mental health and animal welfare.

(2) Purpose

The principal purposes for which The Pollys Club was established are:

(a) to provide a safe and welcoming social environment through their scheduled dances and other organised events to the LGBTIQ+ community and their allies

(b) to raise funds to be distributed amongst organisations that fit into the club's grants focus areas being:

  (i) Men's health

  (ii) Women's health

  (iii) Youth health

  (iv) Mental health

  (v) Animal welfare

(c) and are organisations that:

  (i) Benefit the LGBTIQ+ (Rainbow) community

  (ii) Are onshore or involve Australians if off-shore

  (iii) Are an incorporated association and/or charity (i.e., Have some formal structure)

  (iv) Are run by volunteers rather than paid staff

  (v) Receive no, or very little, government/corporate funding

(d) to work with local council and other groups to foster community support, involvement and acceptance of the LGBTIQ+ community

(e) to ensure the continued longevity of the club by:

  (i) encouraging more people in the community to join as committee members and run the club

  (ii) ensure the club remains financially viable

  (iii) provide a safe and supporting environment where committee members can grow and continue the legacy of the club

Part 2 Membership of the association

Explanatory Notes

The association has three categories of membership described in this section:

Associate member: an individual who provides a specific service or technical skill, for example event photography, sound engineering, digital marketing. This does not include performing in shows. An associate member is not involved in the management of the association therefore is not required to attend general meetings and does not have voting rights.

Committee Member: an individual who is involved in the management of the association. Committee members have voting rights, are required to attend general meetings and may perform in shows as often as they please.

Lifetime Committee Member: an committee member who has made an outstanding or exceptional contribution to the association may be nominated for lifetime membership.

Performers: performing regularly in shows is a privilege offered to Committee Members in recognition of their involvement and commitment to the association. When non-member performers are invited to be part of show, these individuals are guests only.

3 Membership generally

(1) An individual is taken to be a member of the association if:

(a) the person applied to be a member under clause 4(1) and the application has been approved, or

(b) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or

(c) the person was:

(i) for an unincorporated body registered as the association - a member of the body immediately before the registration, or

(ii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or

(iii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.

(2) A person who is not an individual is not eligible to be a member of the association.

(3) A person to whom the sale of liquor under the Liquor Act 1982 is prohibited by reason of age is not eligible to be a member of the association.

4 Membership applications

(1) An application by a person to be a member of the association must be:

(a) made in writing, and

(b) in the form determined by the executive committee, and

(c) lodged with the secretary, and

(d) specify if the application is for associate membership or committee membership

(2) The executive committee may determine that an application may be made or lodged by email or other electronic means.

(3) The secretary must refer an application to the committee members (in the absence of the applicant) as soon as practicable after receiving the application.

(4) The committee members must approve or reject the application to become a member by way of ordinary resolution.

(5) As soon as practicable after the committee members have decided the application, the secretary must:

(a) give the applicant written notice of the decision, including by email or other electronic means if determined by the executive committee, and

(b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 8 within 28 days of the day the applicant received the notice.

(6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee and annual subscription fee in accordance with subclause (8)(b).

(7) In the case of a committee membership application, the applicant becomes a probationary committee member once the applicant's name is entered in the register. There is no probation period for associate members.

(8) Once the probationary committee member has participated in three events, the secretary must put a motion to the committee members (in the absence of the probationary committee member) to end the probationary period by way of ordinary resolution. As soon as practicable after the committee members make their determination, the secretary must notify the probationary committee member, in writing, of the result of the resolution and update the register of committee members accordingly

5 Associate Membership

(1) An associate member agrees to provide a specific service or technical skill, for example event photography, sound engineering, digital marketing. This does not include performing in shows.

(2) Associate members are bound by the policies of the Association and are entitled to protection under the Association's liability insurance while performing their designated activities.

(3) Associate members have no voting rights and are not required to attend general meetings,

(4) Associate members are not eligible to nominated for Executive Committee positions.

(5) No entrance or annual membership fees apply to associate members.

(6) An associate member who wishes to become a committee member must lodge a separate application.

6 Lifetime Membership

(1) A committee member who has made an outstanding or exceptional contribution to the association may be nominated to become a lifetime committee member of the association.

(2) A lifetime committee member is exempt from membership fees ongoing.

(3) A lifetime committee member is exempt from entry fees for all functions conducted by the association, ongoing.

(4) A nomination of a committee member for lifetime committee membership of the association must be made by a committee member of the association in writing and must be lodged with the secretary of the association.

(5) After receiving a nomination for lifetime committee membership, the secretary must refer the nomination to the committee members (in the absence of the nominee) to determine whether to approve or to reject the nomination by way of an ordinary resolution.

(6) If the nomination was approved, the secretary must, as soon as practicable, notify the nominee, in writing, that the committee members approved the nomination and enter or cause to be entered a note against the nominee's name in the register of committee members indicating that the committee member is a lifetime committee member.

(7) A lifetime committee member may excuse themselves from contributing time and effort towards the Association's activities by written notification to the Secretary. In doing so, they also relinquish their voting rights at all meetings of the association. In this case, the secretary must enter or cause to be entered a note against the lifetime committee member's name in the register indicating that the lifetime committee member does not have voting rights.

7 Register of members

(1) The secretary must establish and maintain a register of members of the association.

(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) 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:

(i) at the association's main premises, or

(ii) if the association has no premises - 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 subclause (2)(c) and (d) apply as if a reference to the register is a reference to a

current hard copy of the register.

(4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than $1, as determined by the executive committee, for each page copied.

(5) Information about a member, other than the member's name, must not be made available for inspection if the committee member requests that the information not be made available.

(6) A committee member must not use information about a member obtained from the register to contact or send material to the committee 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 association, 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) The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved is:

(a) $0 for an associate member, or

(b) $1 for a committee member, or

(c) another amount determined by the executive committee.

(2) A committee member must pay to the association an annual subscription fee of $2, or another amount determined by the executive committee:

(a) if the committee member becomes a committee member on or after the first day of the financial year of the association in a calendar year:

(i) in accordance with clause 4(5)(b), and

(ii) before the first day of the financial year of the association in each subsequent calendar year, or

(b) otherwise - before the first day of the financial year of the association in each calendar year.

9 Committee Members' liabilities

The liability of a committee member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the committee member under clause 8:

(a) the debts and liabilities of the association,

(b) the costs, charges and expenses of the winding up of the association.

10 Disciplinary action against members

(1) A person may make a complaint to the executive committee that a member of the association has:

(a) failed to comply with a provision of this constitution, or

(b) acted in a way prejudicial to the interests of the association, or

(c) failed to conduct themselves in a reasonable and cordial fashion towards other members and/or patrons of the association's activities, or

(d) been absent from 3 consecutive meetings (Committee Members) and/or functions (Associate and Committee Members) run by the association, without the consent of the executive committee and has failed to provide adequate reason for their absence.

(2) The executive committee must review the complaint and determine by resolution, the action to be taken, including but not limited to:

(a) no further action

(b) issuance of a warning to the member

(c) expulsion of the member from the association

(3) The secretary must, within 7 days, give the member written notice of:

(a) the action to be taken, and

(b) the reasons given by the executive committee for taking the action, and

(c) the member's right of appeal under clause 11.

(4) If the action to be taken is expulsion, the expulsion does not take effect until the later of the following:

(a) the day the period within which the member is entitled to exercise the committee member's right of appeal expires, or

(b) if the member exercises the committee member's right of appeal within the period - the day the association confirms the resolution under clause 11.

11 Right of appeal against disciplinary action

(1) A member may appeal against a resolution of the executive committee under clause 10 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 executive committee that the secretary has received a notice of appeal.

(4) If notified that a notice has been received, the executive committee must call a general meeting of the association 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 executive committee must be given the opportunity to state the executive committee's case orally or in writing, or both, and

(d) the committee 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 committee 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 association, but only if the dispute is between the members in their capacity as committee members, or

(b) a dispute between 1 or more members and the association.

(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 association:

(a) cannot be transferred to another person, and

(b) terminates once the person ceases to be a member of the association.

14 Member resignation

(1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the executive 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 association if the person:

(a) dies, or

(b) resigns from being a member, or

(c) is expelled from the association, or

(d) fails to pay the annual subscription fee payable under clause 8(2) within 3 months of the due date, or

is determined by the executive committee to have become uncontactable or incommunicado, and fails to respond to a formal notice sent to their registered details within 30 days.

Part 3 Executive Committee

Division 1 Constitution

16 Functions of executive committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the executive 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 a function that is required to be exercised by the association in general meeting, and

(c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

17 Composition of executive committee

(1) The executive committee must have 4 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.

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

(2) If the executive committee experiences a situation where opinions and/or votes on a matter are equally divided and thus the matter cannot be resolved by the executive committee, the matter is to be referred to a meeting of the committee members.

18 Election of executive committee members

(1) Any committee member of the association may be nominated as a candidate for election as an office-bearer.

(2) The nomination must be:

(a) made in writing, and

(b) signed by at least 2 committee members of the association, 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 committee 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 executive committee.

19 Terms of office

(1) Subject to this constitution, an executive committee member holds office from the day the executive committee member is elected until immediately before the next annual general meeting.

(2) An executive committee member is eligible, if otherwise qualified, for re-election.

(3) There is no limit on the number of consecutive terms for which an executive committee member may hold office.

20 Vacancies in office

(1) A casual vacancy in the office of an executive committee member arises if the executive committee member:

(a) dies, or

(b) ceases to be a committee member of the association, or

(c) resigns from office by written notice given to the secretary, or

(d) is removed from office by the association under this clause, or

(e) is absent from 3 consecutive meetings of the executive committee without the consent of the executive 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 association in general meeting may, by resolution:

(a) remove an executive committee member from office at any time, and

(b) appoint another committee member of the association to hold office for the balance of the executive committee member's term of office.

(3) An executive committee member to whom a proposed resolution referred to in subclause (2) relates may:

(a) give a written statement, of a reasonable length, to the president or secretary, and

(b) request that the executive committee send a copy of the statement to each committee member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.

(4) If the executive committee fails to send a copy of a statement received under subclause (3)(a) to each committee member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the executive committee member presiding at the general meeting at which the proposed resolution will be considered.

(5) The executive committee may appoint a committee member of the association to fill a casual vacancy.

(6) Subject to this constitution, an executive committee 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 association specifying the secretary's address.

(2) The secretary must keep minutes of:

(a) all elections of executive committee members, and

(b) the names of executive committee members present at a meeting of the executive committee or a general meeting, and

(c) all proceedings at executive 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 executive committee member who presided at the meeting, or

(ii) the executive committee member presiding at the subsequent meeting.

22 Treasurer

The treasurer of the association must ensure—

(a) all money owed to the association is collected, and

(b) all payments authorised by the association are made, and

(c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

23 Delegation to subcommittees

(1) The executive committee may:

(a) establish 1 or more subcommittees to assist the executive committee to exercise the executive committee's functions, and

(b) appoint 1 or more committee members of the association to be the members of the subcommittee.

(2) The executive committee may delegate to the subcommittee the exercise of the executive 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.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2 Procedure

24 Executive Committee meetings

(1) The executive committee must meet at least 2 times in each 12-month period at the place and time determined by the executive committee.

(2) Additional meetings of the executive committee may be called by any executive committee member.

(3) 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.

25 Notice of executive committee meeting

(1) The secretary must give each executive committee member oral or written notice of a meeting of the executive committee at least 48 hours, or another period on which the executive 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 executive committee members present at the meeting unanimously agree is urgent business.

26 Quorum

(1) The quorum for a meeting of the executive committee is 3 committee members.

(2) No business may be transacted by the executive 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:

(a) to the same place, and

(b) to the same time of the same day in the following week.

(4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

(5) If the number of executive committee members is less than the number required to constitute a quorum for an executive committee meeting, the executive committee members may appoint 1 or more committee members of the association as executive committee members to enable the quorum to be constituted.

(6) An executive committee member appointed under subclause (5) holds

office, subject to this constitution, until the next annual general meeting.

(7) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

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

27 Presiding executive committee member

(1) The following executive 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 executive committee members present at the meeting, as elected by the other executive committee members.

28 Voting

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

29 Acts valid despite vacancies or defects

(1) Subject to clause 27(1), the executive committee may act despite there being a casual vacancy in the office of an executive committee member.

(2) An act done by the executive committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a committee member of the executive committee or subcommittee.

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

(1) The executive committee may transact its business by the circulation of papers, including by electronic means, among all executive committee members.

(2) If the executive committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of executive committee members, is taken to be a decision of the executive committee made at a meeting of the executive committee.

(3) The executive committee may transact its business at a meeting at which 1 or more executive committee members participate by telephone or other electronic means, provided an executive committee member who speaks on a matter can be heard by the other executive committee members.

(4) The executive committee member presiding at the meeting and each other executive committee member have the same voting rights as they would have at an ordinary meeting of the executive committee for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the

minutes of the meetings of the executive 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 association

31 Annual general meetings

(1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.

(2) The association must hold subsequent annual general meetings 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).

(3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the executive committee.

(4) 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 executive committee on the association's activities during the previous financial year,

(c) electing office-bearers,

(d) receiving and considering financial statements or reports required to be submitted to committee members of the association 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 executive committee may call a special general meeting whenever the executive committee thinks fit (usually on a monthly basis).

(2) The executive committee must call a special general meeting if the executive committee receives a request made by at least 5% of the total number of committee 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 committee members making the request, and

(d) may consist of more than 1 document in a similar form signed by 1 or more committee 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 executive committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the committee 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 subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the executive committee.

33 Notice of general meeting

(1) The secretary must give each committee 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 a special general meeting - newly arising business, and

(c) for an annual general meeting - business referred to in clause 31(4).

(4) A committee member may give written notice to the secretary of business the committee member wishes to raise at a general meeting.

(5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

34 Quorum

(1) The quorum for a general meeting is 5 committee 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 committee members - is dissolved, or

(b) otherwise - is adjourned:

(i) to the same time of the same day in the following week, and

(ii) to the same place, unless another place is 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 3 committee members present, the members present constitute a quorum.

35 Adjourned meetings

(1) The executive committee member presiding at a general meeting may, with the consent of the majority of the committee 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 committee 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.

36 Presiding executive committee member

(1) The following executive committee 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 executive committee members present at the meeting, as elected by the committee members present.

37 Voting

(1) A committee member is not entitled to vote at a general meeting unless the committee member:

(a) is at least 18 years of age, and

(b) has paid all money owed by the committee member to the association.

(2) Each committee member has 1 vote.

(3) A question raised at the meeting must be decided by:

(a) a show of hands, or

(b) if clause 39 applies - an appropriate method as determined by the executive committee, or

(c) a written ballot, but only if:

(i) the executive committee member presiding at the meeting moves that the question be decided by ballot, or

(ii) at least 5 committee members agree the question should be determined by ballot.

(4) If a question is decided using a method referred to in subclause (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 executive committee member presiding at the meeting,

(b) an entry in the association's minute book.

(5) A written ballot must be conducted in accordance with the directions of the executive committee member presiding.

(6) A committee member shall be entitled to appoint another committee member as Proxy by written notice given to the secretary no later than 24 hours before the time of the meeting.

38 Postal or electronic ballots

(1) The association may hold a postal or electronic ballot, as determined by the executive 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.

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

(1) The association may transact its business by the circulation of papers, including by electronic means, among all committee members of the association.

(2) If the association 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 association made at a general meeting.

(3) The association may transact its business at a general meeting at which 1 or more committee members participate by telephone or other electronic means, provided a committee member who speaks on a matter can be heard by the other committee members.

(4) The executive committee member presiding at the meeting and each other committee member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

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

Part 5 Administration

40 Change of name, objects or constitution

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

(a) the public officer, or

(b) an executive committee member.

41 Funds

(1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

(a) the entrance fees and annual subscription fees payable by committee members,

(b) donations,

(c) other sources as determined by the executive committee.

(2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the executive committee determines.

(3) As soon as practicable after receiving money, the association must:

(a) deposit the money, without deduction, to the credit of the association'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.

(4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

(5) All electronic transactions must be electronically authorised by two authorised signatories.

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

42 Insurance

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

43 Non-profit status

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

Note: See the Act, section 40.

44 Service of notices

(1) For the purposes of this constitution, a notice may be given to or served on a person:

(a) by delivering the notice to the person personally, or

(b) by sending the notice by pre-paid post to the address of the person, or

(c) by 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.

45 Custody of records and books

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 association's main premises, in the custody of either of the following persons, as determined by the executive committee:

(i) the public officer,

(ii) a committee member of the association, or

(b) if the association has no premises - at the association's official address, in the custody of the public officer.

46 Inspection of records and books

(1) The following documents must be available for inspection, free of charge, by committee members of the association at a reasonable time:

(a) this constitution,

(b) minutes of executive committee meetings and general meetings of the association,

(c) records, books and other documents relating to the association.

(2) A committee member may inspect a document referred to in subclause (1):

(a) in hard copy, or

(b) in electronic form, if available.

(3) A committee member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than $1, as determined by the committee, for each page copied.

(4) The executive committee may refuse to allow a committee 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 executive committee considers it would be prejudicial to the interests of the association for the committee member to do so.

47 Financial year

The association's financial year is:

(a) the period commencing on the date of incorporation of the association and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

48 Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of the association, 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 committee members.

(2) In this clause:

surplus property has the same meaning as in the Act, section 65.

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