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# **GRAFTON CHAMBER OF COMMERCE CONSTITUTION**

**Adopted 03-08-2016**

**TABLE OF CONTENTS**

1.	DEFINITIONS.....	3
2.	OBJECTS .....	4
3.	MEMBERSHIP .....	4
4.	BUSINESS MEMBERS .....	5
5.	COMMUNITY MEMBERS .....	5
6.	ASSOCIATE MEMBERS .....	5
7.	REPRESENTATIVES OF MEMBERS.....	6
8.	ENTRANCE FEES, MEMBERSHIP FEES AND LEVIES.....	6
9.	CESSATION OF MEMBERSHIP .....	6
10.	REGISTER OF MEMBERS .....	7
11.	VOTES OF MEMBERS.....	7
12.	MEMBERSHIP DISCIPLINARY PROCEEDINGS .....	7
13.	RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	9
14.	RESOLUTION OF DISPUTES .....	9
15.	POWERS OF THE MANAGEMENT COMMITTEE .....	9
16.	COMPOSITION AND MEMBERSHIP OF MANAGEMENT COMMITTEE .....	11
17.	ELECTION OF THE MANAGEMENT COMMITTEE.....	12
18.	BOARD MEETINGS .....	14
19.	SECRETARY .....	15
20.	TREASURER.....	15
21.	REMOVAL OF MANAGEMENT COMMITTEE MEMBERS FROM OFFICE.....	16
22.	VACANCIES ON MANAGEMENT COMMITTEE .....	16
23.	DELEGATION BY MANAGEMENT COMMITTEE TO SUB-COMMITTEE.....	17
24.	VOTING AND DECISIONS .....	18
25.	GENERAL MEETINGS .....	18
26.	AGM.....	20
27.	MEMBERS' RESOLUTIONS .....	20
28.	PROCEDURE AT GENERAL MEETINGS.....	20
29.	MINUTES .....	22
30.	INSURANCE .....	22
31.	FUNDS - SOURCE.....	22
32.	FUNDS - MANAGEMENT.....	23
33.	CUSTODY OF BOOKS ETC.....	23
34.	INSPECTION OF BOOKS ETC.....	23
35.	SERVICE OF NOTICES .....	23
36.	FINANCIAL YEAR .....	24
37.	CHANGE TO CONSTITUTION .....	24
	SCHEDULE 1 - THE REGION.....	25
	APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF ASSOCIATION .....	26

**1. DEFINITIONS**

1.1 In this Constitution:

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

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

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

**Association** means the Grafton Chamber of Commerce (Incorporation no. Y0257241) .

**Business Member** means a person admitted as a Business Member pursuant to the Constitution.

**Chair/Chairperson** means the President or Chairperson appointed pursuant to clause 28.

**Committee** means any committee of this Association, elected or appointed pursuant to this Constitution.

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

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

**Current Management Committee** means the Management Committee as at the adoption of this Constitution as set out in clause 16.4.

**Election Committee** is given the meaning in clause 17.5.2.

**Entrance Fee** means any fees payable by a potential Member or Member when applying (or re-applying) for Membership.

**Fee** means Entrance fees, Membership Fees and other payments payable by Members shall be as the Management Committee prescribes from time to time.

**Management Committee** means the group of Management Committee Members elected or appointed to govern this Association in accordance with the Constitution.

**Management Committee Member** is given the meaning in clause 16.1.

**Management Committee Nominations** means nominations for election to the Management Committee.

**Member/Membership** means a member of this Association.

**Membership Fee** means any fees payable by a Member during the course of their Membership as the Management Committee prescribes from time to time.

**Ordinary Resolution** means a resolution passed in accordance with 28.8.

**President** means the person appointed under clause 17.6.

**Presiding Officer** is given the meaning in clause 17.5.3.

**Region** means the region identified in Schedule 1.

**Regulation** means the *Associations Incorporation Regulation 2010* (NSW).

**Secretary** means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no such person holds that office - the public officer of the Association.

**Special Resolution** means a resolution that has been passed by at least 75% of the votes cast by Members present in person or by proxy as are entitled to vote on the resolution.

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

**Treasurer** means the person appointed under clause 17.6 to perform the duties in clause 20.

**Vice President** means the person appointed under clause 17.6.

1.2 In this Constitution:

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

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

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

## **PART 1 - OBJECTS OF THE ASSOCIATION**

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### **2. OBJECTS**

2.1 The objects of the Association are:

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

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

2.1.3 to lobby on behalf of businesses in the Region;

2.1.4 to promote and maintain co-operation, collaboration and close relations with other like-minded organisations in the Region;

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

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

## **PART 2 - MEMBERSHIP**

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### **3. MEMBERSHIP**

3.1 A person cannot be a Member unless they are:

3.1.1 a Business Member;

3.1.2 a Community Member; or

3.1.3 an Associate Member.

3.2 Nominations for Membership of the Association must be made in the form set out in Appendix 1, subject to any variation or replacement from time to time by the Management Committee.

3.3 Every person who has been elected or appointed pursuant to this clause shall:

3.3.1 become a Member and will be bound by this Constitution and the by-laws of the Association in force from time to time; and

3.3.2 have all the rights granted to them under this Constitution and the Act.

3.4 A Member's rights and obligations are personal and are not transferable.

- 3.5 A reference in this Constitution to the Management Committee in regard to the consideration of Membership applications (or rejection or revocation of that Membership or any other Membership related matters) includes a reference to its delegated Sub-Committee appointed by the Management Committee from time to time.

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#### **4. BUSINESS MEMBERS**

- 4.1 Every applicant to be a Business Member must:
- 4.1.1 conduct, or be involved in, business operations in Australia;
  - 4.1.2 submit a nomination form to the Association; and
  - 4.1.3 provide such other information or do such other things necessary in support of their application as required by the Management Committee from time to time.
- 4.2 If the Management Committee or its delegated Sub-Committee approves the application, the applicant will be admitted as a Business Member on payment of the applicable Membership Fee.
- 4.3 The Management Committee may reject any application to be a Business Member without providing any reasons for that rejection.
- 4.4 Business Members have voting rights and they or their representatives may propose a nominee or fill the office of Management Committee Member.

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#### **5. COMMUNITY MEMBERS**

- 5.1 Every applicant to be a Community Member must:
- 5.1.1 conduct, or be involved in, a registered not-for-profit or charity organisation operating in Australia;
  - 5.1.2 submit a nomination form to the Association; and
  - 5.1.3 provide such other information or do such other things necessary in support of their application as required by the Management Committee from time to time.
- 5.2 If the Management Committee or its delegated Sub-Committee approves the application, the applicant will be admitted as a Community Member on payment of the applicable Membership Fee.
- 5.3 The Management Committee may reject any application to be a Community Member without providing any reasons for that rejection.
- 5.4 Community Members have voting rights and they or their representatives can propose a nominee or fill the office of Management Committee Member, provided that there is no more than 2 Community Members on the Management Committee at all times.

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#### **6. ASSOCIATE MEMBERS**

- 6.1 Any person may apply to be an Associate Member of the Association in the form nominated by the Management Committee or its delegated Sub-Committee from time to time.
- 6.2 If the Management Committee or its delegated Sub-Committee has approved an application to be an Associate Member, the applicant will become an Associate Member on payment of the applicable Membership Fees.
- 6.3 The Management Committee may reject any application to be an Associate Member without providing any reasons for that rejection.
- 6.4 Associate Members do not have voting rights and they or their representatives cannot propose a nominee or fill the office of Management Committee Member.

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**7. REPRESENTATIVES OF MEMBERS**

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

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**8. ENTRANCE FEES, MEMBERSHIP FEES AND LEVIES**

- 8.1 Entrance fees, Membership Fees and other payments payable by Members shall be as the Management Committee prescribes from time to time.
- 8.2 All Membership Fees will be due and payable annually on each anniversary of the commencement of Membership, or at such other time as the Management Committee may determine.
- 8.3 If any Fee remains unpaid for 3 months after it is due, the Association may serve notice of the default on the defaulting Member and if payment is not received within 14 days after the date of service of the notice, the Management Committee may resolve to:
- 8.3.1 suspend the defaulting Member from all privileges of Membership granted to Members by this Constitution or otherwise;
  - 8.3.2 remove the defaulting Member name from the register of Members; and
  - 8.3.3 provided that the Management Committee may reinstate the Member and restore their name on the register of Members upon payment of all Membership Fees in arrears if the Management Committee thinks fit to do so.
- 8.4 Nothing in clause 8.3 prevents the Management Committee from granting an extension for the payment of Membership Fees in an individual case if the Management Committee sees fit to do so.
- 8.5 The Management Committee:
- 8.5.1 may at any time suspend the payment of an Entrance Fee or Membership Fee either generally or in an individual case; and
  - 8.5.2 have the discretionary power to fix, determine or waive the Entrance Fee payable by any person.

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**9. CESSATION OF MEMBERSHIP**

- 9.1 Membership held by a natural person ceases on the death of that Member.
- 9.2 Any Member may, by giving written notice to the Secretary, resign from their Membership of the Association and the resignation will take effect from the date on which the notice is received by the Secretary.
- 9.3 Any Member who has resigned, or has had their Membership terminated pursuant to this clause 9, will not be entitled to a refund of any Membership Fees unless the Management Committee considers that there are circumstances warranting the payment of the unexpired portion of the Member's Membership Fees from the date of resignation.

- 9.4 The Management Committee may terminate a Member's Membership:
- 9.4.1 pursuant to clause 8.3 in regard to the failure of a Member to pay any Fee;
  - 9.4.2 if it is of the opinion that the Association has lost contact with that Member and no current valid address is available for that Member; or
  - 9.4.3 pursuant to clause 12 for reasons of a Member's behaviour.

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## **10. REGISTER OF MEMBERS**

- 10.1 The Association must establish and maintain a register of Members specifying the name and postal or residential address of each person who is a Member, together with the date on which the Person became a Member.
- 10.2 The register of Members must be kept in New South Wales:
- 10.2.1 at the main premises of the Association; or
  - 10.2.2 if the Association has no premises, at the Association's official address.
- 10.3 The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- 10.4 A Member may obtain a copy of any part of the register of Members on payment of a fee of not more than \$1.00 for each page copied.

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## **11. VOTES OF MEMBERS**

### **Entitlement to vote at general meetings**

- 11.1 Subject to clause 11.2, every Business Member and Community Member is entitled to 1 vote at any general meeting of the Association in person.

### **Unfinancial**

- 11.2 No Member is entitled to vote at any general meeting if their Entrance Fee is unpaid or Membership Fees are more than 3 months in arrears at the date of the meeting.
- 11.3 Each Member (if eligible to vote) shall be entitled to vote both on a show of hands and by poll.

### **Proxy votes permitted**

- 11.4 Proxy voting may be undertaken at or in respect of a general meeting of Members held in accordance with this Constitution.

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## **12. MEMBERSHIP DISCIPLINARY PROCEEDINGS**

### **Power to reprimand, suspend or expel**

- 12.1 Subject to this clause 12, the Management Committee may reprimand, suspend, expel or accept the resignation of any Member if that Member, in the reasonable opinion of the Management Committee:
- 12.1.1 has wilfully refused or neglected to comply with any of the provisions of this Constitution;
  - 12.1.2 is guilty of any conduct prejudicial to the interests of the Association; or
  - 12.1.3 is guilty of conduct which is unbecoming of a Member.

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

### **Notification of conduct**

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

- 12.3.1 any complaint against the Member pursuant to clause 12.1;
- 12.3.2 the substance and circumstances of the complaint (including the date of the conduct the subject of the complaint); and
- 12.3.3 the date, time and place of the hearing of the complaint, and the hearing must take place within 30 days of the date of the alleged offence or the date on which the complaint is made, whichever is the latest.

**Right of appearance at conduct meeting**

- 12.4 The Member under investigation will be entitled to:
  - 12.4.1 make submissions to the Management Committee in connection with the complaint;
  - 12.4.2 attend the hearing and make oral submissions for the purpose of answering the complaint;
  - 12.4.3 be in attendance at the hearing to hear any evidence of others in relation to the complaint;
  - 12.4.4 submit to the meeting written representations for the purpose of answering the complaint; and
  - 12.4.5 the Management Committee must make a decision based on any written, visual or oral evidence put before it.

**Suspension pending conduct hearing**

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

**Failure by Member to appear at conduct meeting**

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

**Decision of the Management Committee**

- 12.7 The Management Committee may, by resolution, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 12.8 If the Management Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Management Committee for having taken that action and of the Member's right of appeal under clause 13.
- 12.9 The expulsion or suspension does not take effect:
  - 12.9.1 until the expiration of the period of 30 days following the Management Committee's determination within which the Member is entitled to appeal against the resolution concerned; or



- 12.9.2 if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

**Liabilities will remain**

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

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**13. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 13.1 A Member may appeal to the Association in general meeting against a determination of the Management Committee under clause 12.7 by lodging with the Secretary a notice to that effect within the period specified in clause 12.9.
- 13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 13.3 On receipt of a notice from a Member under sub clause 13.1, the Secretary must notify the Management Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 13.4 At a general meeting of the Association convened under sub clause 13.3:
- 13.4.1 no business other than the question of the appeal is to be transacted; and
- 13.4.2 the Management Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
- 13.4.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by Members.

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**14. RESOLUTION OF DISPUTES**

- 14.1 A dispute between a Member and another Member (in their capacity as Members of the Association), or a dispute between a Member or Members and the Association, are to be referred to a Community Justice centre for mediation under the *Community Justice Centres Act 1983*.
- 14.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 14.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

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**15. POWERS OF THE MANAGEMENT COMMITTEE**

**General powers**

- 15.1 The Management Committee shall:
- 15.1.1 manage the business and affairs of the Association and the custody and control of its property and funds; and
- 15.1.2 exercise its powers and do all such things that the Association is by this Constitution or otherwise authorised to exercise and do and which is not required to be exercised by the Association in a general meeting.

**Specific powers**

- 15.2 Without limiting the general powers in clause 12.1, the Management Committee will have the following powers from time to time:
- 15.2.1 to make, amend and repeal any by-laws not inconsistent with this Constitution as, in the opinion of the Management Committee, are necessary or desirable for the proper conduct and management of the Association;
  - 15.2.2 to enforce or procure the enforcement of all by-laws by suspension from enjoyment of the Association privileges or any of them or otherwise as the Management Committee thinks fit;
  - 15.2.3 to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;
  - 15.2.4 to secure the fulfilment of any contract or arrangement entered into by the Association by mortgaging or charging all or any of the property of the Association as it shall think fit;
  - 15.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to any claims by or against the Association and to refer any claims by or against the Association to mediation or arbitration and to observe and perform the determination or judgment;
  - 15.2.6 to determine who is entitled to sign, draw, accept or endorse on the Association's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
  - 15.2.7 to invest and deal with any of the moneys of the Association not immediately required for the purposes of the Association upon such securities and in such manner as the Management Committee may think fit and from time to time to vary or realise such investments;
  - 15.2.8 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the Association and raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the Association's property, both present and future;
  - 15.2.9 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Association or to which the Association may be entitled from time to time, to appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
  - 15.2.10 to set the Entrance Fees and Membership Fees payable by all members;
  - 15.2.11 to fix the maximum number of persons who may be admitted as Members of the Association in accordance with this Constitution;
  - 15.2.12 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;
  - 15.2.13 to impose any restriction or limitation on the rights and privileges of a Member;
  - 15.2.14 to repay reasonably incurred actual out of pocket expenses incurred by any Member of the Management Committee; and
  - 15.2.15 to fix a charge for the use of the property or services of the Association by its Members and may at any time amend or remove such charges.

**Acts of the Management Committee**

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

**Member submissions**

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

**Delegations**

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

## **PART 3 - THE MANAGEMENT COMMITTEE**

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### **16. COMPOSITION AND MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 16.1 The Management Committee is to consist of:
- 16.1.1 the office-bearers of the Association; and
  - 16.1.2 at least 3 ordinary Management Committee Members,
- each of whom is to be elected or otherwise appointed at the AGM of the Association under clause 17; (together the **Management Committee Members**).
- 16.2 The maximum total number of Management Committee Members on the Management Committee is to be 11, with no more than 2 Community Members on the Management Committee at any time.
- 16.3 The office-bearers of the Association are as follows:
- 16.3.1 the President;
  - 16.3.2 the Vice President;
  - 16.3.3 the Treasurer;
  - 16.3.4 the Secretary.
- 16.4 At the adoption of this Constitution, the Management Committee shall consist of the following Management Committee Members (and any Management Committee Members subsequently appointed to fill any casual vacancy on the Management Committee at any time):
- 16.4.1 **President:** Phil Belletty;
  - 16.4.2 **Vice President:** Des Harvey;
  - 16.4.3 **Treasurer:** Glen Thompson;
  - 16.4.4 **Secretary:** Rick Murray; and
  - 16.4.5 **Executive Members:** Mark Butler, Corey Bettalli, Katie Kelemec, Trevor Hageman, Justin James, Lucas Ray,
- (the **Current Management Committee**).

- 16.5 Unless re-elected under clause 17, each member of the Current Management Committee ceases to be a Management Committee Member at the earlier of their resignation from the Management Committee or the completion of the Association's next AGM.
- 16.6 A Management Committee Member on the Management Committee may hold up to 2 offices (other than both the President and Vice President offices).
- 16.7 Subject to clause 16.5, each Management Committee Member of the Management Committee is, subject to this Constitution, to hold office until the conclusion of the AGM following the date of the Management Committee Member's election, but is eligible for re-election.

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## **17. ELECTION OF THE MANAGEMENT COMMITTEE**

### **Procedure for election**

- 17.1 Nominations for election to the Management Committee (**Management Committee Nominations**) as office-bearers or ordinary Management Committee Members will close on the day that is 21 days prior to the date fixed for the AGM and Management Committee Nominations must be delivered to the Secretary on or before that day.
- 17.2 Management Committee Nominations must be in writing in the form prescribed by the Management Committee from time to time and signed by at least 2 Business Members or Community Members.
- 17.3 Notice of the date and time of the last day for receiving Management Committee Nominations shall be posted on the Association's website in a conspicuous place at least 28 days prior to the date fixed for the AGM and shall remain posted at that place until nominations close.
- 17.4 If:
- 17.4.1 there are less Management Committee Nominations than corresponding available positions on the Management Committee:
- (a) those candidates who are nominated shall be declared elected and the Chairperson of the AGM shall at the AGM declare the candidates nominated duly elected; and
  - (b) all unfilled positions will be casual vacancies on the Management Committee; or
  - (c) there is an equal amount of Management Committee Nominations to corresponding available positions on the Management Committee, then those candidates who are nominated shall be elected and the Chairperson of the AGM shall at the AGM declare the candidates nominated duly elected; or
  - (d) if there are more Management Committee Nominations than corresponding available positions on the Management Committee, then the election shall be by ballot of Business Members and Community Members.
- 17.5 If the election of office-bearers and ordinary Management Committee Members shall be by ballot of Business Members and Community Members, the election shall take place in the following manner:
- 17.5.1 a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on the Association's website in a conspicuous place for at least 14 days immediately preceding the AGM;
- 17.5.2 any such ballot shall be conducted under the sole control and supervision of a Committee, of 3 Members (comprising such persons who may be appointed by the Management Committee) and a representative of the Association's auditors or accountants, none of whom may be a Management Committee Member or a candidate for election to that office (**Election Committee**);

- 17.5.3 the Election Committee shall be appointed by the Management Committee, which shall also appoint one of the members of such committee to preside over the Election Committee (**Presiding Officer**);
- 17.5.4 balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each Member eligible to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. If directed by the Management Committee all continuing candidates' attendance records at Management Committee and Election Committee meetings shall be circulated to Members;
- 17.5.5 each candidate shall be entitled to provide a business profile not exceeding 100 words which may be edited by the Presiding Officer;
- 17.5.6 the Election Committee shall as soon as practicable issue by post, electronic means or otherwise to each Business Member and Community Member whose Membership Fee for the then current financial year of the Association is paid, 1 ballot paper (and candidate's information) initialled by the Presiding Officer, together with an envelope (if required) addressed to the Election Committee;
- 17.5.7 a Member shall vote by placing a mark in the square opposite the names of the candidates for whom the Member desires to vote, and shall vote for no more or less than the number of candidates required to fill the vacancies, otherwise the vote shall be informal and shall be rejected;
- 17.5.8 in the case of postal votes, the ballot paper so marked shall be enclosed in the envelope so issued, sealed, and deposited with or posted to the Election Committee in time to be placed in a sealed ballot box. In the case of an electronic ballot (or for those voting electronically), the Election Committee will provide a specific, confidential and secure email address to which completed electronic ballot papers can be sent and retained under the control of the Election Committee (or its nominee);
- 17.5.9 the ballot shall close 12 midday 2 days preceding the day of the AGM;
- 17.5.10 the Election Committee, together with such other scrutineers as may be appointed by the Management Committee shall thereupon proceed to count the votes and shall report the result to the President who shall (at the AGM) declare the candidates who have received the largest number of votes duly elected Management Committee Members, such candidates so declared as elected not to exceed in number the Management Committee Members to be elected at such general meeting; and
- 17.5.11 as between candidates who receive an equal number of votes, the Members eligible to vote shall vote again in order to elect one of the candidates who received with an equal number of votes; and
- 17.5.12 the relevant appointed returning office-bearer's decision on the validity of any ballot papers shall be final.

**President and Vice President and other office-bearers**

- 17.6 For the avoidance of doubt, the offices of President, Vice President, Secretary and Treasurer shall also be elected at the AGM by Business Members and Community Members.
- 17.7 For every year that the Vice President and President are in office their term as Management Committee Member is extended by a year.
- 17.8 If the office of President or Vice President becomes vacant for any reason, the Management Committee must elect a new President or Vice President.

- 17.9 A casual vacancy in the office of President shall be filled by the Vice President and a casual vacancy in the office of Vice President shall be filled by a Management Committee Member determined by the Management Committee, with such casual vacancy position held until the election of President and Vice President by the Management Committee Members at the first Management Committee meeting after the next occurring AGM.

**Casual Management Committee Members**

- 17.10 The Management Committee may, from time to time, appoint any Member who is an individual or any employee, director or office-bearer of a Business Member or Community Member as a Management Committee Member to fill a casual vacancy of an elected Management Committee Member, provided that the number of Management Committee Members does not exceed the total prescribed in 16.2.
- 17.11 Any Management Committee Member appointed in accordance with clause 17.10 shall hold office only until the next AGM.

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**18. BOARD MEETINGS**

- 18.1 The Management Committee may organise, adjourn and otherwise regulate its meetings as it sees fit for the transaction of business of the Association, provided that all Management Committee meetings are held in the Region.
- 18.2 Subject to clause 18.1, the Management Committee may conduct their meetings by telephone or other form of electronic communication without a Management Committee Member being in the physical presence of another Management Committee Member provided all Management Committee Members agree and may hear and be heard by each other.
- 18.3 A Management Committee Member may at any time, and the Secretary shall, on the requisition of a Management Committee Member, convene a meeting of the Management Committee by giving reasonable notice to every other Management Committee Member.
- 18.4 A Management Committee Member may call a meeting by giving reasonable notice individually to every other Management Committee Member, which may include by telephone.
- 18.5 The Management Committee may (but are not obliged to) invite any person to attend a meeting of the Management Committee to speak on an item by permission of the President and to provide reports, advice, counsel and other information on matters requested by Management Committee Members.
- 18.6 The quorum for Management Committee meetings shall be a majority plus one of the total number of Management Committee Members at the time of the meeting.
- 18.7 The Management Committee may act despite any vacancy in the Management Committee, so long as the number of Management Committee Members in attendance is not reduced below 5 Management Committee Members, however, Management Committee Members may act where the quorum is not met for the purposes of:
- 18.7.1 increasing the number of Management Committee Members to the quorum of the Management Committee; or
- 18.7.2 convening a general meeting of the Association, but for no other purpose.
- 18.8 The President shall chair every meeting of the Management Committee.
- 18.9 If the President is not present or is unwilling or unable to act, then the Vice President shall chair the Management Committee meeting.
- 18.10 If the Vice President is not present or is unwilling or unable to act, then the Management Committee Members present shall elect a Management Committee Member to chair the Management Committee meeting.

- 18.11 Questions arising at any Management Committee meeting shall be decided by a majority of votes and a determination by a majority of the Management Committee shall for all purposes be deemed a determination of the Management Committee.
- 18.12 The Chairperson of the meeting has only one vote.
- 18.13 A record of all Management Committee Members present at each Management Committee meeting and minutes of all resolutions and proceedings of the Management Committee shall be entered and maintained in records kept in accordance with this document.
- 18.14 A resolution in writing signed by all of the Management Committee Members shall be as valid and effectual as if it had been passed at a Management Committee meeting duly convened and held.
- 18.15 Any such resolution may consist of several documents in like form each signed by one or more Management Committee Members and the resolution shall be passed when the last Management Committee Member signs the document containing the resolution.
- 18.16 Any Management Committee Member is entitled to move a rescission motion on any previously adopted resolution provided that:
- 18.16.1 a notice of intent to move that rescission motion is given to the secretary at least 7 days in advance;
- 18.16.2 the notice of intent in clause 18.16.1 is seconded by another Management Committee Member;
- 18.16.3 the rescission motion is in writing explaining in detail the reasons for the motion; and
- 18.16.4 the matter of the rescission motion is listed on the agenda for the business of the Management Committee meeting following the date of expiry of the 7 day notice period or at a specially convened meeting as called by the Chairperson.

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**19. SECRETARY**

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

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**20. TREASURER**

- 20.1 It is the duty of the Treasurer to ensure:
- 20.1.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- 20.1.2 that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

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**21. REMOVAL OF MANAGEMENT COMMITTEE MEMBERS FROM OFFICE**

**Removal by Members in general meeting**

- 21.1 The Business Members and Community Members in general meeting may by Special Resolution:
- 21.1.1 remove from office any Management Committee Member, Management Committee Members or the whole of the Management Committee before the expiration of their term of office; and
  - 21.1.2 such resulting vacancy in the office will be a casual vacancy; and
  - 21.1.3 the Management Committee may fill the casual vacancy in accordance with clause 17.10.
- 21.2 Any person appointed pursuant to clause 21.1 shall hold office only until the next AGM.

**Notice requirements**

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

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**22. VACANCIES ON MANAGEMENT COMMITTEE**

**Automatic vacancy of office**

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

**Suspension and removal**

- 22.2 If the conduct or position of a Management Committee Member is such that continuance in office appears to the majority of Management Committee Members to be prejudicial to the interests of the



Association, a majority of Management Committee Members at a Management Committee meeting specifically called for that purpose may suspend the Management Committee Member.

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

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**23. DELEGATION BY MANAGEMENT COMMITTEE TO SUB-COMMITTEE**

- 23.1 The Management Committee shall have power from time to time to delegate any of its powers or functions to one or more Sub-Committees consisting of any combination of:
- 23.1.1 Management Committee Members;
  - 23.1.2 Members;
  - 23.1.3 employees; and
  - 23.1.4 any other person who is not a Member but who has a particular skill or expertise which they will contribute to a Committee.
- 23.2 The Management Committee must establish and maintain at all times a Membership Sub-Committee which will be responsible for all Membership related matters as delegated by the Management Committee under this clause 23.
- 23.3 The Management Committee may revoke wholly or in part any delegation to Sub-Committees established in clause 23.1.
- 23.4 Any Sub-Committee formed under clause 23.1 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Management Committee may from time to time impose.
- 23.5 The President is an ex officio member of all such Sub-Committees and may nominate a Management Committee Member to represent them on such committees.
- 23.6 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.7 Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- 23.8 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 23.9 A Sub-Committee may meet and adjourn as it thinks proper.

- 23.10 Questions arising at any meeting of a Sub-Committee shall be determined by a majority of votes of the members of the Committee present and in the case of an equality of votes the matter must be referred to the Management Committee for final decision by a majority of Management Committee Members.
- 23.11 Any Sub-Committee must make minutes of its meetings and will submit those minutes to the Management Committee, who must retain those minutes as if they were minutes of the Management Committee.
- 23.12 All acts done by any meeting of a Sub-Committee will, even if it is subsequently discovered that there was some defect in the appointment of any such Committee or a Committee member, be valid as if every such person had been duly appointed and was qualified to be a Committee member.

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## **24. VOTING AND DECISIONS**

- 24.1 Subject to clauses 23.10 and 24.3, questions arising at a meeting of the Management Committee or of any Sub-Committee appointed by the Management Committee are to be determined by a majority of the votes of Management Committee Members on the Management Committee or Sub-Committee present at the meeting.
- 24.2 Each member present at a meeting of the Management Committee or of any Sub-Committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote.
- 24.3 Except where a unanimous decision is expressly required, if a matter to be decided by the Management Committee results in an equal number of votes, the Chair may direct the Management Committee to vote again and/or stand the matter over to the next Management Committee meeting. The Chair may only direct the Management Committee to vote again under this clause a maximum of 3 times, after which if the votes are still equal, the matter shall automatically be stood over to the next Management Committee Meeting. If at the next Management Committee Meeting the votes on the matter are still equal, the matter is deemed to be rejected.
- 24.4 Notwithstanding any other clause of this Constitution, the Management Committee may act despite any vacancy on the Management Committee.
- 24.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a Sub-Committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Management Committee or Sub-Committee.

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## **PART 4 - GENERAL MEETINGS**

### **25. GENERAL MEETINGS**

- 25.1 The AGM shall be held at least once in every calendar year at such time and place as may be determined by the Management Committee but within 5 months of the close of the financial year.
- 25.2 All meetings other than AGMs shall be called general meetings.

#### **Business of general meetings**

- 25.3 All business transacted at a general meeting including AGMs shall be ordinary unless it is deemed special:
- 25.3.1 by law; or
- 25.3.2 in accordance with this Constitution.

**Calling of general meetings**

- 25.4 The Management Committee or any Management Committee Member may whenever they consider fit call and arrange to hold a general meeting of the Association; and
- 25.5 The Management Committee must call and arrange to hold a general meeting of the Association on a request that complies with clause 25.6 of:
- 25.5.1 Business Members and/or Community Members with at least 5% of the votes that may be cast at the general meeting; and
- 25.5.2 at least 100 Members who are entitled to vote at the general meeting (request).

**Request for general meeting**

- 25.6 A request must:
- 25.6.1 be in writing;
- (a) state any resolution to be proposed at the general meeting;
- (b) be signed by the Business Members and Community Members making the request; and
- (c) be given to the Secretary.
- 25.7 Separate copies of a document setting out the request may be used for signing by the Business Members and Community Members if the wording of the request is identical in each copy.

**Management Committee must call general meeting**

- 25.8 The Management Committee must call the general meeting within 21 days after the request is given to the Secretary.
- 25.9 The general meeting is to be held not later than 2 months after the request is given to the Secretary.

**Notice of general meetings**

- 25.10 At least 21 days' notice in writing of an AGM or a general meeting must be given to:
- 25.10.1 all Members who are entitled to attend and vote at that meeting and have a valid and current mailing address on the register of Members; and
- 25.10.2 the auditor (if there is an appointed auditor), and not any other person.

**Effect of failure to give notice**

- 25.11 The:
- 25.11.1 accidental omission to give notice of a general meeting; or
- 25.11.2 the non-receipt by any person of notice of a meeting,
- shall not invalidate any proceedings at a general meeting unless such proceedings are void.

**Cancellation or postponement**

- 25.12 The Management Committee shall have the power to cancel or postpone the holding of any general meeting of Members other than one convened under clause 25.8 or 25.9.
- 25.13 Where a general meeting is postponed for 30 days or more then not less than 5 day's notice shall be sent to Members of such postponed meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed meeting.

**26. AGM**

**Business of the AGM**

26.1 The business of the AGM shall be as follows:

26.1.1 to confirm the minutes of the previous AGM;

26.1.2 to receive and consider any necessary reports;

26.1.3 to declare the result of the election of the Management Committee to Members; and

26.1.4 to deal with any other business of which due notice has been given to the Members.

**Member participation in AGM**

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

**Holding an AGM**

26.3 The Association must hold an AGM by 30 November of each year.

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**27. MEMBERS' RESOLUTIONS**

**Members may submit items of business for AGM**

27.1 All Members may submit items of business and notices of motion which they wish to have included in the business of the AGM.

27.2 All such items of business and notices of motion must be in writing and received by the Secretary at least 42 days prior to the date fixed for the AGM.

**Notice of items of business for AGM**

27.3 The Secretary shall forward all items of business and notices of motion referred to in clause 27.1 to the Management Committee and the Management Committee shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the AGM.

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**28. PROCEDURE AT GENERAL MEETINGS**

**President**

28.1 The President shall, if present, chair all general meetings.

28.2 If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall chair the general meeting.

28.3 If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Business Members of the Association present shall elect a Management Committee Member on the Management Committee to chair the general meeting, or if no Management Committee Member is willing or present, then the Business Members present shall elect a Business Member to chair the meeting.

**Quorum**

28.4 No business shall be transacted at any general meeting of Members unless a quorum of Business Members and Community Members is present at the commencement of business.

28.5 Notwithstanding any other provision of this Constitution, a quorum of Members shall be constituted by the attendance and presence at any meeting, including an AGM, of seven (7) Business Members and/or Community Members.

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**Quorum not present**

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

28.6.1 be dissolved if it was convened at the request of Members pursuant to clause 25.5; or

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

**Quorum at adjourned meeting**

28.7 If a meeting is adjourned pursuant to clause 28.6.2 and subsequently held, and at the subsequent meeting a quorum is not present, the Business Members who are present (either in person or by proxy) shall be considered a quorum, and may transact any business for which the meeting was called.

**Voting at general meeting**

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

28.8.1 is demanded by the Chairperson of the meeting;

28.8.2 is demanded by at least 5 Members (who are entitled to vote) present at the general meeting in person or by proxy; or

28.8.3 is otherwise required by this Constitution.

28.9 Each question submitted to a meeting to be decided by Special Resolution of Members (who are entitled to vote) shall be decided by a poll.

**Conduct of polls**

28.10 A poll duly demanded or required in accordance with clause 28.8 on a matter other than the election of a Chairperson or the question of an adjournment must be taken when and in the manner the Chair directs.

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

28.12 Every Member except an Associate Member is entitled to 1 vote in a poll save as provided by this Constitution in case of any equality of votes.

**Effect of polls**

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

**Chairperson's vote**

28.14 The Chairperson of the meeting has only one vote.

**Declaration by Chairperson**

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

**Adjournment of general meeting**

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

**No business to be transacted at adjourned meeting**

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

**Notice of adjourned meeting**

- 28.18 Where a meeting has been adjourned for 30 days or more, fresh notice of the meeting must be given to all Members.
- 28.19 If the meeting is adjourned to a time less than 30 days after the originally scheduled meeting, notice need not be given.

**Effect of resolutions**

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

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**29. MINUTES**

**Record of minutes**

- 29.1 The Association must maintain a record of:
- 29.1.1 proceedings and resolutions of general meetings of the Association;
  - 29.1.2 proceedings and resolutions of meetings of the Management Committee, Committees (including Sub-Committees); and
  - 29.1.3 resolutions passed by Management Committee Members without a meeting.

**Minutes to be signed**

- 29.2 The Association must ensure that:
- 29.2.1 minutes of a meeting of the Association or the Management Committee are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and
  - 29.2.2 minutes of the passing of a resolution without a meeting are signed by a Management Committee Member within a reasonable time of the date on which the resolution is passed.

**True record**

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

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**PART 5 - MISCELLANEOUS**

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**30. INSURANCE**

The Association may effect and maintain insurance.

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**31. FUNDS - SOURCE**

- 31.1 The funds of the Association are to be derived from Entrance Fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Management Committee determines.
- 31.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

31.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

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**32. FUNDS - MANAGEMENT**

32.1 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 Management Committee determines.

32.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Management Committee Members of the Management Committee or employees of the Association, being Members or employees authorised to do so by the Management Committee.

32.3 When procuring goods or services, the Association will give preference to local businesses in accordance with any applicable policies set by the Management Committee from time to time, except where the Management Committee determines in its absolute discretion that to do so is not commercially viable.

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**33. CUSTODY OF BOOKS ETC**

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

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**34. INSPECTION OF BOOKS ETC**

34.1 The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:

34.1.1 records, books and other financial documents of the Association,

34.1.2 this Constitution,

34.1.3 minutes of all Management Committee, Committee or Sub-Committee meetings and general meetings of the Association.

34.2 A Member of the Association may obtain a copy of any of the documents referred to in clause 34.1 on payment of a fee of not more than \$1.00 for each page copied.

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**35. SERVICE OF NOTICES**

35.1 For the purpose of this Constitution, a notice may be served on or given to a person:

35.1.1 by delivering it to the person personally; or

35.1.2 by sending it by pre-paid post to the address of the person; or

35.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

35.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

35.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee; and

35.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and

35.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**36. FINANCIAL YEAR**

36.1 The financial year of the Association is:

36.1.1 the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and

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

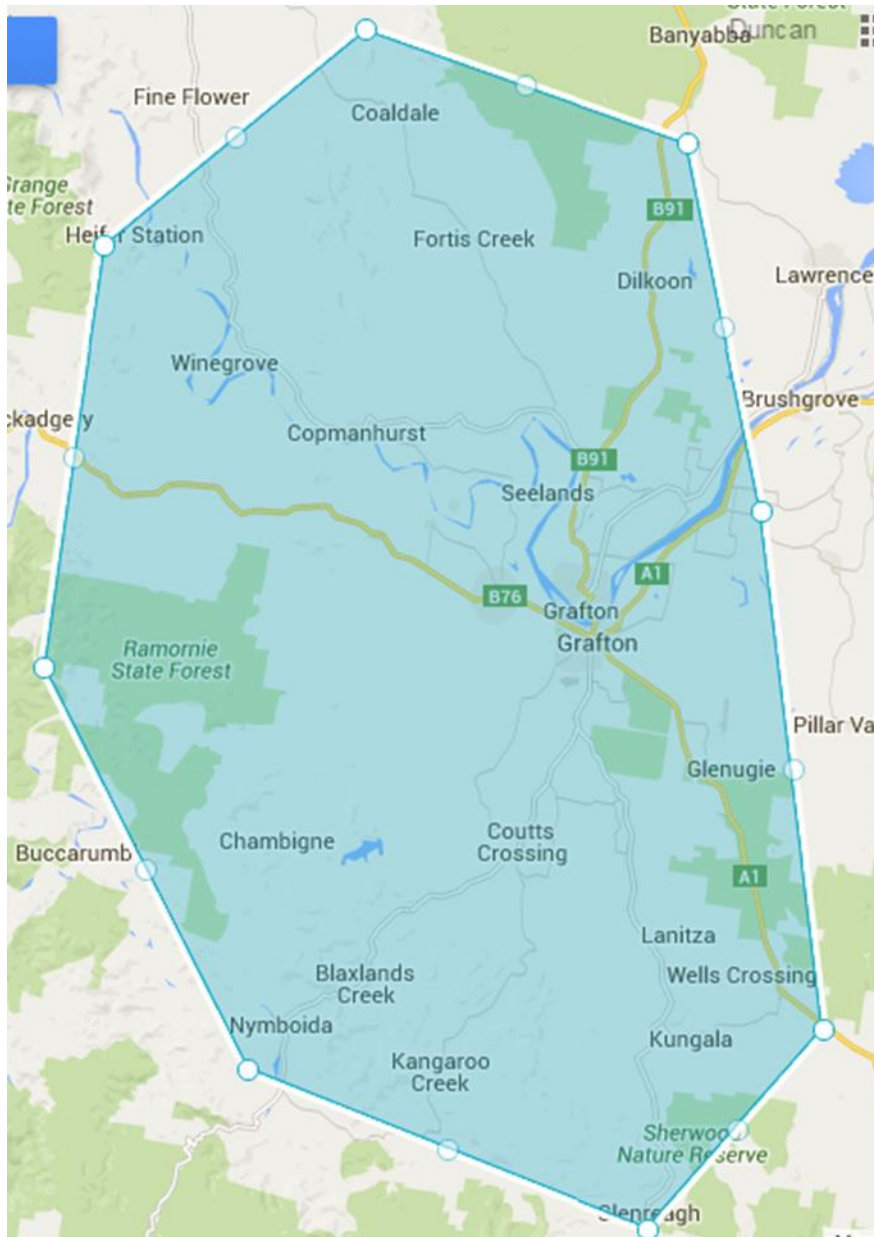
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**37. CHANGE TO CONSTITUTION**

The Constitution may only be altered, rescinded or added to only by Special Resolution of the Members entitled to vote.



**SCHEDULE 1 - THE REGION**



## APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF ASSOCIATION

(Clause 3 (1))

### APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....  
[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....  
[full name of applicant]

of .....  
[address]

.....  
[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....  
*Signature of applicant*

.....  
Date

I, .....  
[full name]

a member of the association, nominate the applicant for membership of the association.

.....  
*Signature of proposer*

.....  
Date

I, .....  
[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....  
*Signature of seconder*

.....  
Date