



# **CONSTITUTION.**

## **Lord's Taverners Northern New South Wales**

**August 2023**

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# **CONSTITUTION.**

(Certified as true and complying with the provisions of The Associations Incorporations Act 2009.)

## **1 NAME**

The name of the Incorporated Association is The Lord's Taverners Northern NSW Incorporated (in these rules called "The Association").

## **2 DEFINITIONS**

1. In these rules, unless the contrary intention appears  
"Committee" means the Committee of the Association.  
"Financial Year" means the year ending on 30 June.  
"General Meeting" means a General Meeting of members convened in accordance with Rule 13 or 15.  
"Member" means member of the Association.  
"Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Association under Rule 28(1).  
"The Act" means the Associations Incorporation Act 1981 and any amendment thereto and the Regulations made thereunder.
2. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Acts 1958 (as amended) in the Act as enforced from time to time.

## **3 OBJECTS**

The objects for which the Association is established are:

1. To encourage recreational activity, especially the playing of cricket, by disadvantaged persons, especially youth, by whatever means possible; and;
2. To raise funds by any lawful means PROVIDED THAT the income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred by any means whatsoever to the members of the Association save and except nothing shall prevent the payment in good faith or proper and reasonable remuneration to any officer or employee of the Association or any member in return for services rendered, money lent or property leased to the Association.

## **4 TYPES OF MEMBERSHIP**

There shall be one type of membership being voting membership which has an entitlement to vote and give eligibility to be a member of the Committee.

## **5 CATEGORIES OF MEMBERSHIP**

1. There shall be 5 categories of voting membership
  - a. Founder members;
  - b. Ordinary members;
  - c. Honorary members;
  - d. Life members;
  - e. Lifetime Subscription Members;
2. Founder members shall be restricted in number to 75 persons Founder members shall become such members upon payment of the entrance fee. Founder members shall be provided with a Founder membership number.
3. Ordinary members may only be nominated by a proposer and seconder both of whom for the first year of the existence of the Association shall be Founder members and thereafter Founder or Ordinary members of the Association. Ordinary members may only be nominated by two persons who both certify that the nominee is suitable

- in all respects to become a member of the Lord's Taverners Northern NSW.
4. At the discretion of the Executive of the Association and by its unanimous resolution from time to time, Honorary membership may be conferred upon any person. Honorary members shall either be persons who have given valuable service to the Lord's Taverners Northern NSW, officers of the Lord's Taverners (Australia) or outstanding people considered by the Council to be worthy and valuable members of the Association. Honorary members will neither be required to pay an entrance fee nor an annual subscription.
  5. Life Members. The Association shall have the power to appoint any past or present Association Member as a Life Member of the Association. Life membership can only be granted at an Annual General Meeting and is awarded to a member who has been deemed by the membership to be deserving of the honour, based on services to the Association or in the community at large being above and beyond the normal expectations of a member. As such, all rights and obligations of a member are conferred on life members, with the exemption of the requirement to pay the Association's subscription fees. The selection is based upon outstandingly high performance over an extended period of time (a minimum of 10 years, unless extenuating circumstances exist).
  6. Lifetime Subscription Members are those people who wish to contribute an agreed fee (currently \$1,000.00) in order to attain all membership rights for full life expectancy.

## **6 QUALIFICATIONS FOR MEMBERSHIP**

1. All persons natural who are over the age of 18 years who are interested in and support the aims of the Association are eligible to apply for membership of the Association in accordance with these Rules,
2. A person shall not be admitted to membership other than as a life member
  - a. unless that person nominates as provided in sub-rule (3) hereof; and
  - b. admission as a member is approved as hereafter provided.
3. A nomination by a person for membership of the Association shall be made in writing and shall be lodged with the Association accompanied by any entrance fee or annual subscription payable under these Rules.
4. As soon as is practicable after the receipt of a nomination, the nomination shall be referred to the Committee.
5. Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination.
6. Upon a nomination being approved the Committee shall cause the applicant to be notified in writing, with as little delay as possible, that he/she is approved for membership of the Association, and the required particulars shall be entered in the Register of Members.
7. Where a resolution is passed by the Committee rejecting a nomination for membership, the Committee shall cause the applicant to be notified in writing with as little delay as possible
  - a. of the resolution by the Committee and the grounds upon which the rejection was based;
  - b. stating that the person affected may address the Committee at a meeting to be held in no less than 14 days and no more than 28 days time from the date of the meeting at which the resolution was passed.
  - c. stating the date, place and time of that meeting;

- d. informing the person affected that he/she may do one of the following
  - i. attend that meeting at which time the person may address the Committee regarding why he/she believes the resolution should be revoked; or
  - ii. give to the Committee not later than 24 hours before the date of that meeting a written statement regarding why he/she believes the resolution should be revoked; or
  - iii. not later than 24 hours before the date of the meeting lodge with the Secretary a Notice to the effect that he/she wishes to appeal to the Association in General Meeting against the resolution.
8. At a meeting of the Committee held in accordance with sub-rule (7) hereof, the Committee
  - a. shall give to the person an opportunity to be heard as provided if the person has so elected;
  - b. shall give due consideration to any written statement lodged by the person if the person has so elected;
  - c. by resolution determine whether to confirm or revoke the resolution of the Committee concerning that person.
9. If at a meeting of the Committee held in accordance with sub-rule (7) hereof, the Committee affirms the resolution, with as little delay as possible the person shall be notified in writing of the affirmation of the decision by the Committee, and if applicable be refunded any entrance fee or annual subscription paid by the person if the resolution relates to an application for membership.
10. Where the Secretary receives Notice under sub-rule (7)(d)(iii) hereof,
  - a. he/she shall notify the Committee and the appeal shall be included on the agenda for the next General Meeting of the Association providing Notice of the next General Meeting has not already been given to members in which case the appeal shall be dealt with at the next succeeding General Meeting;
  - b. as soon as is practicable inform the person in writing
    - i. that he/she may attend the General Meeting at which time the person may address the meeting as regards why he/she believes the resolution should be revoked; or
    - ii. give to the Secretary at least 24 hours before the holding of that General Meeting a written statement regarding why he/she believes the resolution should be revoked;
    - iii. of the date, time and place of the General Meeting.
11. At the General Meeting of the Association dealing with the Notice under Sub-rule (7)(d)(iii)
  - a. The Committee may place before the meeting details of the grounds of the resolution and the reasons for the passing of that resolution;
  - b. The person shall be given the opportunity to be heard or any written submission lodged with the Secretary shall be read to the General Meeting depending on which alternative the person had elected;
  - c. The members present entitled to vote shall do so by secret ballot on the question of whether the resolution of the Committee shall be confirmed or revoked;
  - d. If two thirds of the members present at that General Meeting and entitled to vote do so in vote in favour of confirmation of the resolution of the Committee, the resolution is confirmed and in any other case, the resolution is revoked.
12. If the General Meeting referred to in sub-rule (11) confirms the resolution with as little delay as possible the person shall be notified in writing of the decision of the General Meeting and refunded any annual subscription or entrance fee paid in the case of unsuccessful application for membership.
13. If the General Meeting referred to in sub-rule (11) revokes the resolution, with as

little delay as possible the person shall be notified in writing of the decision and in the case of an application the required particulars shall be entered in the register of members and the date of the resolution and thereafter the person shall be a member.

## **7 TRANSFER OF MEMBERSHIP**

A right, privilege or obligation by reason of membership of the Association

- a. is not capable of being transferred or transmitted to another person;
- b. terminates upon the cessation of membership whether by death, resignation, liquidation, winding-up, or otherwise;
- c. terminates upon failure to pay any annual subscription in accordance with these Rules.

## **8 FEES AND ANNUAL SUBSCRIPTION**

1. The amount of annual subscription payable under these Rules shall be set by the Members at the Annual General Meeting in each year.
2. The subscription period shall commence at the conclusion of the Annual General Meeting at which the level of subscription was so fixed and shall terminate at the end of the next Annual General Meeting providing that members as at the commencement of the Annual General Meeting shall have a period of two months in which to pay any subscription before their membership and rights associated therewith may cease.

## **9 REGISTER OF MEMBERS**

1. The Public Officer must establish and maintain a register of members of the association (whether written or electronic form) specifying the name and postal address, residential or email address of each person who is a member of the association together with the date on which the person became a member
2. The register of members must be kept in New South Wales:
  - a. at the main premises of the association, or
  - b. if the association has no premises, at the association's official address.
3. The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
4. A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - b. any other purpose necessary to comply with a requirement of the Act or the Regulation.
7. If the register of members is kept in electronic form:
  - a. it must be convertible into hard copy, and
  - b. the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members

## **10 RESIGNATION OF MEMBER**

1. A member of the Association who has paid all monies due and payable by him/her to the Association may resign from the Association by first giving one month's notice in writing of his/her intention to resign and upon the expiration of that period of notice,

- the member shall cease to be a member,
- 2. A member failing to pay subscription within two months of the holding of the Annual General Meeting may be deemed to have resigned at the expiration of that period.
- 3. Upon expiration of a notice given under sub-rule (1) or failure to pay a subscription within time limits as provided in sub rule (2), the Secretary shall ensure an entry in the register of members recording the date on which the member by whom the notice was given ceased to be a member.

## **11 EXPULSION, SUSPENSION OR FINING OF MEMBERS**

- 1. Subject to these rules, the Committee may by resolution in respect of a member
  - a. expel that person from the Association;
  - b. suspend that person from membership of the Association for a specified period not exceeding three months;
  - c. fine that person in accordance with the Regulations if the Committee is of the opinion that the person:-
    - i. has refused or neglected to comply with these Rules; or
    - ii. in the opinion of the Committee acts in a manner which is contrary to the interests of the Association; or
    - iii. no longer complies with the membership requirements of the Association.
- 2. A resolution of the Committee under sub-rule (1) does not take effect
  - a. unless the Committee at the meeting pursuant to sub-rule (4) confirms the resolution; or
  - b. where the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution.
- 3. Where the Committee passes a resolution under sub-rule (1), the Association shall as soon as practicable cause to be served on the member a notice in writing setting out the same matters as provided in Sub-Rule (7) of Rule 6.
- 4. Sub rules (8)-(13) inclusive of rule 6 with such modifications as are necessary shall apply where the Committee passes a resolution under Sub Rule (1) of this Rule.

## **12 MEMBERS' LIABILITIES**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required under Clause 8.

## **13 ANNUAL GENERAL MEETINGS**

- 1. The Association shall convene an Annual General Meeting of its members, such meeting to be held on such day between the 1<sup>st</sup> day of July and the 30<sup>th</sup> day of October as shall be fixed by the Committee.
- 2. The Annual General Meeting shall be specified as such in the notice convening it.
- 3. The ordinary business of the Annual General Meeting shall be
  - a. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that last preceding Annual General Meeting with any discussion concerning the minutes therefrom being restricted only as to the accuracy of those minutes;
  - b. to receive from the Committee reports upon the transactions and business of the Association during the last preceding financial year;
  - c. to elect an auditor or auditors for the ensuing year;
  - d. to elect members of the Committee;
  - e. to receive and consider the statements submitted by the Association in accordance with Section 30(3) of the Act;
  - f. to set the annual subscription for the ensuing year;

- g. deal with any appeal as required by these rules;
  - h. election of life members;
  - i. special business notice of which has been given in accordance with these Rules.
4. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

#### **14 SPECIAL GENERAL MEETINGS**

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

- 1. The Committee may whenever it thinks fit convene a Special General Meeting of the Association.
- 2. The Committee shall on the requisition in writing of members entitled to vote representing not less than 20% of the total number of members entitled to vote convene a Special General Meeting of the Association.
- 3. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent by certified mail to the address of the Association and may consist of several documents in a like form each signed by one or more of the members making the requisition.
- 4. If the Committee does not cause a Special General Meeting to be held within two months after the date on which the requisition is received the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date on which the requisition was so sent.
- 5. A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner nearly as possible as that in which General Meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

#### **15 GENERAL MEETING'S NOTICE**

- 1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

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

- 3. In the case of notice of an Annual General Meeting, the notice of such meeting shall also state the names of the members of the Committee who will retire at such meeting and the number of vacancies to be filled and that nominations for appointment as auditor and as members of the Committee are required to be delivered to such place as the Secretary shall nominate no later than seven days prior to the day of the holding of the Annual General Meeting,
- 4. A member entitled to vote desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who shall include that business in the next notice calling a General Meeting after receipt of that notice from the member.
- 5. The accidental omission to give notice of a meeting to a member, or the non receipt of notice of a meeting by any member entitled to vote, shall not invalidate any proceedings or resolutions or election of any Committee members at any General



Meeting.

## **16 GENERAL MEETING'S QUORUM**

1. No item of business shall be transacted at General Meeting unless a quorum of members entitled under these Rules to vote are present during the time when the meeting is considering that item.
2. Six (6) members personally present and entitled under these Rules to vote at General Meeting shall constitute a quorum for the transaction of the business of a General Meeting.
3. If within half an hour after the appointed time for the commencement of a General Meeting, the quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned no longer than 30 days to a date, place and time as specified by the Chairperson at the time of the adjournment and 14 days written notice of the adjournment and the place, date and time the adjourned meeting shall be given to all members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the voting members present shall be a quorum.

## **17 CHAIRPERSON**

1. The President or in their absence the Chairman, shall preside as Chairperson at each General Meeting of the Association.
2. If the President and the Chairman are absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

## **18 ADJOURNMENT**

1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place save and except if the meeting is adjourned for more than twenty one days.
2. Where the meeting is adjourned for twenty-one days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting and additional business shall be permitted and included in the Notice if it is a matter arising under Rules 6 or 12.
3. Except as provided in sub-rules (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **19 VOTING**

A member is not entitled to vote at a general meeting unless the member

- a. has paid all money owed by the member to the association.

1. Each member has 1 vote, except as provided by clause 33(2)(b).
2. A question raised at the meeting must be decided by:
  - i. a show of hands, or
  - ii. if clause 36 applies - an appropriate method as determined by the committee, or
  - iii. a written ballot, but only if:
    1. the member presiding at the meeting moves that the question be decided by ballot, or
    2. at least 5 members agree the question should be determined by ballot.
3. 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:
  - i. a declaration by the member presiding at the meeting,
  - ii. an entry in the association's minute book.
4. A written ballot must be conducted in accordance with the directions of the member

presiding.

A question arising at a General Meeting of the Association shall be determined on a show of hands of members entitled to vote and unless before or on the declaration of the show of hands a poll is demanded as hereinafter provided, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or portion of the votes recorded in favour of, or against, that resolution.

- 1 Upon any question arising at a General Meeting of the Association, a member entitled to vote has one vote only.
2. All votes should be given personally save and except in the case of a Special resolution concerning alteration of the Statement of Purposes or Rules of the Association or winding up whereby voting shall be allowed by proxy.
3. In the case of equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote providing the Chairperson is a member entitled to vote
4. If at a meeting a poll on any question is demanded by not less than fifty percent of members present, who are entitled to vote, it shall be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
5. A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
6. A member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid.
- 7 **Conflict of interest:** Where a member having a material personal interest in a matter being considered by the Committee must not vote and must absent himself or herself from the meeting room during the period it is being considered
- 8 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 11).
- 9 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## 20 PROXIES

1. In cases where proxy voting is allowed, each member who is entitled to vote shall be entitled to appoint another member who is entitled to vote as their proxy by notice given to the Association no later than 24 hours before the time of the meeting in respect of which the proxy is appointed for the purposes of voting.
2. The notice appointing the proxy shall be in the form set out in Appendix 3.
3. Proxy voting shall only be allowed in cases where it is proposed to amend or alter the Statement of Purposes or Rules or to wind up the Association.

## 21 MINUTES OF GENERAL MEETINGS

1. Minutes shall be kept of all General Meetings. Such minutes, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding General Meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise as recorded.
2. Minutes of the proceedings of every General Meeting shall be available for inspection of members at the address of the Association by appointment.

## 22 COMMITTEE

1. The affairs of the Association shall be managed by a Committee.

2. The Committee
  - a. shall control and manage the business and affairs of the Association;
  - b. may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meeting of the members of the Association; and
  - c. subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
3. Subject to Section 23 of the Act, the Committee shall consist of not less than ten (10) persons all of whom must be voting members at the time of their nomination and election.
4. Each member of the Committee shall serve for two (2) years but is eligible for re-election upon retirement.
5. The Committee shall at its first meeting after the Annual General Meeting each year
  - a. appoint from its members a President, a Chairman, a Secretary and a Treasurer;
  - b. deal with delegations and authorities.
6. At the first Committee Meeting held after the Annual General Meeting the election of officers shall be by way of ballot to be conducted in such usual and proper manner as the meeting may determine.
7. In the event of a casual vacancy occurring on the Committee the Committee may appoint a voting member to fill that vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of their appointment.
8. In the event of a casual vacancy in the office of President, Chairman, Treasurer or Secretary, the Committee may appoint one of its own to that vacant office and (the person so appointed shall continue in that office up to and including the Annual General Meeting next following.
  - a. No member of the Committee shall be appointed to or attain any paid office of the Association whilst they are a member of the Committee save and except in the case of the Chairman.
  - b. No member of the Committee shall directly or indirectly supply goods or services to the Association for reward where such goods or services can be satisfactorily obtained elsewhere at a similar cost.
  - c. Any member of the Committee who has either directly or indirectly an interest in any contract or arrangement proposed to be made by the Association, shall disclose their interest at the first meeting of the Committee after the acquisition of their interest.
  - d. No member of the Committee shall remain present at any meeting of the Committee during any consideration of or discussion of, or the taking of any vote on any question with respect to any contract or arrangement in which he/she is interested as aforesaid.

## **23 ELECTION OF COMMITTEE**

1. Nominations of candidates for election as members of the Committee
  - a. shall be made in writing, signed by two members' entitled to vote and accompanied by the written consent of the candidate which may be endorsed on the form of nomination;
  - b. must be delivered to the Association or its nominee no later than seven days prior to the date fixed for the holding on the Annual General Meeting.
2. If insufficient nominations are received prior to the Annual General Meeting to fill a category on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting providing the person so nominated at the meeting shall indicate their consent to that nomination in person.

3. If the number of nominations received prior to the Annual General Meeting exceeds the number of vacancies in a category of membership on the Committee, then a ballot shall be held for the election to fill the unfilled vacancies and such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the chairperson may direct.
4. If the number of nominations received at the Annual General Meeting is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
5. If the number of nominations received at the Annual General Meeting exceeds the number of vacancies to be filled, a ballot shall be conducted in such usual and proper manner as the chairperson may direct.

## **24 TERMS OF OFFICE**

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

## **25 TRANSACTION OF BUSINESS OUTSIDE MEETINGS BY OTHER MEANS**

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

## **26 USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

1. A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **27 DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
2. this power of delegation, and
3. a function which is a duty imposed on the committee by the Act or by any other law.
4. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
5. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the

instrument of delegation.

6. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
7. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
8. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
9. A sub-committee may meet and adjourn as it thinks proper.

## **28 GROUNDS FOR TERMINATION OF OFFICE**

For the purposes of these rules the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member

- 1 ceases to be a member of the Association;
- 2 becomes an insolvent under administration within the meaning of the Corporations Act 1989 (Commonwealth);
- 3 resigns their office by notice in writing given to the Secretary;
- 4 fails to attend more than three consecutive meetings without adequate or reasonable excuse the adequacy and or reasonableness of such excuse to be determined by the Committee.

## **29 PROCEDURE OF COMMITTEE**

- 1 The Committee shall meet at least four (4) times in each year at such place and at such times as the Committee shall determine.
- 2 Special meetings of the Committee may be convened by the Chairperson or by any four members of the Committee.
- 3 Notice shall be given to members of the Committee of any special meetings specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- 4 Fifty percent (50%) of members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 6 At meetings of the Committee:
  - A) the President, or in their absence the Chairman shall preside, or
  - B) if both the President; and the Chairman are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 7 Questions arising at a meeting of the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 8 Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 9 Notice of each Committee meeting shall be given to each member of the Committee either in writing or verbally at a reasonable time before the meeting.
- 10 Subject to sub-rule (4) the Committee may act notwithstanding any vacancy on the Committee.

## **30 MINUTES**

The Secretary of the Association shall ensure the keeping of minutes of the resolutions and proceedings of each General Meeting and each Committee meeting for that purpose together with a record of the names of persons present at all meetings.

### **31 PUBLIC OFFICER**

The Chairman will be, ex officio, the Public Officer for the association. The Public Officer is responsible for-

- a. Notifying NSW Fair Trading of any change in the association's official address within twenty-eight (28) days
- b. Collecting all association documents from former committee members and delivering the documents to the new committee member(s)
- c. Returning all association documents to a committee member within fourteen (14) days upon vacating office
- d. Lodging an annual summary of financial affairs, with the prescribed fee, within one month of the association's Annual General Meeting
- e. Acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as possible
- f. Custody of any documents as required by the association
- g. Being an authorised signatory to official documents.

If the Public Officer (Chairman) vacates the position, the committee must fill the position within twenty-eight (28) days, and the new Public Officer must notify NSW Fair Trading of the new appointment within twenty-eight (28) days of the appointment.

### **32 TREASURER**

- a. The Treasurer of the Association
  - i. shall ensure the collection and receipt of all monies due to the Association and,
  - ii. shall ensure the making of all payments on behalf of Association in accordance with such guidelines as the Committee of Management shall determine from time to time; and
  - iii. shall ensure the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure concerning the activities of the Association.
- b. The accounts and book referred to in sub rule (1) shall be available for inspection by members by appointment at the offices of the Association.

### **33 SECRETARY**

- a. The Secretary of the Association shall ensure:
  - i. the keeping of minutes of General Meetings and Committee meetings;
  - ii. The giving of notices of Special General Meeting or Annual General Meeting: in accordance with these Rules;
  - iii. the giving of notices as required by these Rules;
  - iv. the doing and keeping of such things as may be delegated to the Secretary from time to time by these rules or by the Committee of Management;
  - v. the dealing with correspondence on behalf of the Association and for the proper custody of all books, documents and securities of the Association. The books referred to shall be available for inspection by members by appointment with the Secretary at the offices of the Association.

### **34 FINANCE AND AUDIT**

The association's financial year is:

- (a) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.
1. All cheques, drafts, bills for exchange, promissory notes, electronic transfers or payments and other negotiable instruments shall be signed by two persons duly authorised by resolution of the Committee.

2. The Funds of the Association shall be derived from entrance fees, annual subscriptions, donations and from such other sources from time to time as the Committee shall determine.
3. The assets and income of the Association shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or for expenses incurred on behalf of the Association.
4. a) An auditor or auditors shall be appointed at the Annual General Meeting each year and shall hold office until the next Annual General Meeting. In the event of a casual vacancy in the office of auditor, the Committee may temporarily appoint to such office some person qualified to hold same and the person so appointed may continue in office until immediately before the next General Meeting.  
b) The fees and expenses of the auditor of the Association:-  
i. in the case of an auditor elected at an Annual General Meeting shall be fixed by members at that meeting or if so authorised by the members at the last preceding Annual General Meeting, by the Committee; and,  
ii. in the case of an auditor appointed by the Committee, it may be fixed by the Committee.
5. The Annual Financial Report can be audited by a person with the necessary qualifications, as deemed by the Lord's Taverners Northern NSW Branch, to do so. The auditor does not necessarily need to be a member of the Institute of Chartered Accountants of Australia or the Australian Society of Practising Accountants.
6. An examination of the accounts and records shall be undertaken by the auditor at the completion of each financial year when he/she shall complete an audit program relating to that financial year which expires on the 30<sup>th</sup> day of June immediately preceding.
7. The auditor shall have access to the books and accounts of the Association at all times and shall make such reports as he/she considers necessary direct to the Committee.
8. The auditor shall make a report to the members in General Meeting on the balance sheet and statement of Income and expenditure laid before such General Meeting.
9. The auditor may, if he considers it desirable to do so, make a report directly to the members in General Meeting and/or to the Department on any other matter coming within the scope of their duties.

### **35 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 members,  
b) donations,  
c) other sources as determined by the 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 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.
- Note:** The Act, section 36 provides for the appointment of authorised signatories.

### **36 ASSOCIATION IS NON-PROFIT**

Subject to the Act and the Regulations, the association must apply its funds and assets

solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

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

### **37 GIFT FUND**

The Association will maintain a gift fund for the purpose of funding Further Education scholarships.

- 1 This fund is called The Lord's Taverners Northern NSW Further Education Fund.
  - a) This fund is held in a separate, dedicated bank account, which is subject to The Lord's Taverners' accounting and auditing procedures.
  - b) Tax receipts for donations to the fund will be issued in the name of the fund.
- 2 The Lord's Taverners Northern NSW Further Education Fund is maintained exclusively for the sole purpose of financing the award of The Lord's Taverners Northern NSW Scholarships. (This can include administration and fundraising costs for the sole purpose of the fund.)
- 3 The Lord's Taverners Northern NSW Further Education Fund provides for scholarships which are awarded only to permanent residents or Australian citizens as described in the Australian Citizenship Act 2007, and promotes the recipients' education.
  - a) The scholarships are open to individuals throughout Australia who are enrolled in, or who qualify for admission to Schools at complying tertiary institutions.
  - b) The scholarships will be awarded on merit or for reasons of equity.
- 4 The Lord's Taverners Northern NSW Further Education Fund will comprise a management committee of no less than 3 members the majority of whom will be "responsible persons" as described in paragraph 9 of Taxation Ruling TR 95/27.
- 5 The Lord's Taverners Northern NSW Further Education Fund will seek and receive gifts and deductible donations from the public, funds which must be used only for the sole purpose of the fund.
  - a) Non-profit clause: The assets and income of the fund shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation or fund except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation or fund.
- 6 If The Lord's Taverners Northern NSW Further Education Fund is wound up or the endorsement for the fund as a deductible gift recipient rescinded, the following assets remaining after payment of the fund's liabilities shall be transferred to a fund, authority or institution to which the tax deductible gifts can be made:
  - a) Gifts of money or property for the sole purpose of the organisation or fund
  - b) Contributions made in relation to an eligible fundraising event held for the sole purpose of the organisation or fund, and
  - c) Money received by the organisation or fund because of such gifts and contributions.
- 7 If there are any changes to these rules, the Australian Taxation Office will be notified within seven (7) days of such changes.

### **38 REMOVAL OF MEMBERS BY COMMITTEE**

1. The Association in General Meeting may by resolution remove any member of the Committee before the expiration of their term of office and appoint another member in their stead to hold office until expiration of the term of the first mentioned member.
2. Where the member to whom a proposed resolution referred to in sub-rule (1) makes
3. representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and requests that they be notified to members of the Association, the Secretary or the Chairperson may send a copy of the representation to each member of the Association or, if they are not so sent, a member may require that



they be read out at the meeting.

### **39 ALTERATIONS OF STATEMENTS OF PURPOSES & RULES**

1. The Rules and Statement of Purposes of the Association shall not be altered except in accordance with the Act.
2. Any proposed alterations to these Rules or The Statement of Purposes of the Association shall be submitted to the Department for approval before being submitted to the members at General Meeting.

### **40 SERVICE OF NOTICES**

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

### **41 WINDING UP**

- 1 The Association may be wound up by resolution in accordance with the Act.
- 2 Upon the passing of the resolution, the Association shall be wound up in accordance with the Act.
- 3 Any and all assets remaining after full settlement of all just debts and liabilities incurred by the Association shall be disposed of to such person or group whether incorporated or unincorporated as the members may agree upon by special resolution PROVIDING ALWAYS that the prospective donee shall have provision in its rules precluding the distribution of its assets to its members and where possible the prospective donee shall have similar or like objectives to the Association.
- 4 Notwithstanding the provisions of the preceding sub-rule, the prospective donee referred to in that sub-rule must be a non-profit association or organisation of which gifts are allowable deductions under the provisions of the Income Tax Assessment Act Section 78 (l) (a).

### **42 ANNUAL RETURNS**

The Secretary shall ensure within one month following the date of each Annual General Meeting the forwarding to any government departments as may be required a copy of the Annual Report, any audited statement of financial affairs of the Association and a list of the names and addresses of the office bearers of the Associations.