



Canberra Mothercraft Society Inc

# Constitution

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**CANBERRA MOTHERCRAFT SOCIETY INCORPORATED**  
**CONSTITUTION**

**PART I - PRELIMINARY**

**1 Interpretation and objects**

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**1.1 Interpretation**

(a) In this Constitution, unless a contrary intention appears:

"**Act**" means the Associations Incorporation Act 1991;

"**By-Laws**" means the By-Laws of the Society made by the board from time to time;

"**financial year**" means the year ending on 30 June;

"**member**" means a member, however described, of the Society;

"**ordinary board member**" means a member of the board who is not an office-bearer of the Society as referred to in rule 12(1)(a);

"**Regulations**" means the Associations Incorporation Regulations.

"**secretary**" means the secretary of the Society or, where no such person holds that office, the public officer of the Society;

"**Society**" means the Canberra Mothercraft Society Incorporated.

(b) In this Constitution:

(i) a reference to a function includes a reference to a power, authority and duty; and

(ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(c) The provisions of the **Interpretation Act 1967** 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.

**1.2 Objects**

The **Society** is committed to meeting the evolving primary health care needs of families with young children. To this end, the Society's objects are to:

(a) enhance the parenting competence and confidence of people parenting young children through its health and community development programs;

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- (b) identify emerging needs for services and support among its client groups, and provide leadership in the development and provision of services that promote the welfare of its clients;
  - (c) work in close collaboration with government, other service providers and the community in the provision of services that promote the health and well being of families;
  - (d) promote and provide education services for parents and carers, the general community and professionals working with families which will assist in achieving these aims; and
  - (e) promote research in primary health care and community development that relates to CMS' client community.

## **PART II - MEMBERSHIP**

### **2 Membership qualifications**

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- 2.1 Membership of the Society will consist of:
  - (a) members;
  - (b) life members; and
  - (c) honorary members
- 2.2 A person is qualified to be a member if:
  - (a) the person is a person referred to in section 21.2(a) or (b) of the Act and has not ceased to be a member of the Society at any time after incorporation of the Society under the Act; or
  - (b) the person:
    - (i) has been nominated for membership in accordance with subrule 3.1
- 2.3 The board may elect to be a life member of the Society any person who in the opinion of the board has rendered distinguished and valuable service to the cause of mothercraft work. A life member is not liable for any subscription under rule 7 and is to be considered to be a financial member for the purposes of this Constitution.
- 2.4 The board may elect to be an honorary member of the Society any person or organisation who in the opinion of the board has contributed in an outstanding way to the work of the Society. An honorary member is not considered to be a financial member for the purposes of this Constitution.

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### **3 Nomination for membership**

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- 3.1 A nomination of a person for membership of the Society must:
- (a) be made by two members of the Society in writing in the form set out in the Appendix to this Constitution; and
  - (b) be lodged with the secretary of the Society.
- 3.2 The secretary will request the nominee to pay within 28 days after receipt of this request the sum payable under this Constitution by a member as the entrance fee and the first year's annual subscription. *(amended 24 September 1998)*
- 3.3 The secretary will, on payment by the nominee of the amounts referred to in subrule 3 within the period referred to in the subrule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Society.

### **4 Membership entitlements not transferable**

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A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

### **5 Cessation of membership**

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

- (a) dies;
- (b) resigns from membership of the Society;
- (c) is expelled from the Society;
- (d) fails to renew membership of the Society in accordance with subrule 7.4;
- (e) becomes an insolvent under administration within the meaning of the **Corporations Law**; or
- (f) becomes of unsound mind or incapable of managing his or her affairs.

### **6 Resignation of membership**

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- 6.1 A member is not entitled to resign from membership of the Society except in accordance with this rule.

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- 6.2 A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by first giving notice (being not less than 1 month or, if the board has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 6.3 Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Fee, subscription etc.**

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- 7.1 The entrance fee is \$1 or, if any other amount has been determined by resolution of the board, such other amount.
- 7.2 The annual membership fee is an amount determined by resolution of the board.
- 7.3 The annual membership fee is:
- (a) except as provided by paragraph (b), due on 1 July and payable by 1 September in any calendar year; or
  - (b) where a person becomes a member on or after 1 July in any calendar year, within two months of becoming a member.
- 7.4 A member must renew membership of Society annually by paying the annual membership fee which falls due on 1 July and is payable by 1 September each calendar year.

## **8 Members' liabilities**

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The liability of a member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by rule 7.

## **9 Disciplining of members**

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- 9.1 Where the board is of the opinion that a member:
- (a) has persistently refused or neglected to comply with a provision of this Constitution: or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Society,

the board may, by resolution:

- (c) expel the member from the Society; or
- (d) suspend the member from such rights and privileges of membership of the Society as the board may determine for a specified period.

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- 9.2 A resolution of the board under subrule 1 is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule 3, confirms the resolution in accordance with this rule.
- 9.3 Where the board passes a resolution under subrule 1, the secretary will, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the board and the grounds on which it is based;
  - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the board at or prior to the date of that meeting written representations relating to the resolution.
- 9.4 Subject to section 50 of the Act, at a meeting of the board mentioned in subrule 2, the board must:
- (a) give to the member mentioned in subrule 1 an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the board by that member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the board made under subrule 1.
- 9.5 Where the board confirms a resolution under subrule 4, the secretary must, within 7 days after that confirmation, by notice in
- 9.6 writing inform the member of that confirmation and of the member's right of appeal under rule 10.
- 9.7 A resolution confirmed by the board under subrule 4 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with subrule 10.4.



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## **10 Right of appeal of disciplined member**

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- 10.1 A member may appeal to the Society in general meeting against a resolution of the board which is confirmed under subrule 9.4 or subrule 16.5, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 10.2 Upon receipt of a notice under subrule 1, the secretary must notify the board which will convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- 10.3 Subject to section 50 of the Act, at a general meeting of the Society convened under subrule 2:
- (a) no business other than the question of the appeal is to be transacted;
  - (b) the board and the member are to be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the members present will vote by secret ballot on the question of whether the resolution made under subrule 9.4 or subrule 16.5 should be confirmed or revoked.
- 10.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9.4 or subrule 16.5, that resolution is confirmed.

## **PART III - THE BOARD**

### **11 Powers of the board**

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The board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Society in general meeting:

- (a) controls and manages the affairs of the Society;
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by this Constitution to be exercised by the Society in general meeting;
- (c) has the power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the Society; and
- (d) has the power to make, repeal or alter from time to time By-laws as to the management of the Society and its affairs and as to the duties of the board and any committee and any office bearer, officer of the board or officer of a committee, provided that no By-law shall be inconsistent with the provisions of this Constitution.

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## **12 Constitution and membership**

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12.1 The board shall consist of:

- (a) the president and 4 office bearers referred to in subrule 12.2;
- (b) 6 board members; and
- (c) 1 honorary member co-opted by the board in accordance with subrule 12.5.

A board member, including the president, must be a financial member of the Society and may not be an employee of or have any other contractual relationship with the Society.

12.2 The office-bearers of the Society are:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the secretary; and
- (e) the assistant secretary.

12.3 Subject to this Constitution each member of the board holds office until the conclusion of the annual general meeting following the date of the member's election, but, subject to subrule 12.6, is eligible for re-election.

12.4 Subject to subrule 13.14, in the event of a vacancy in the membership of the board, the board may appoint a member of the Society to fill the vacancy and the member so appointed holds office, subject to this Constitution, until the conclusion of the annual general meeting following the date of the appointment.

12.5 The board may, in its absolute discretion co-opt a medical doctor to sit on the board as an honorary member. The honorary member is entitled to speak and vote at meetings of the board.

12.6 A member of the board, other than the President, may only hold the same office for a maximum of 3 consecutive years.

12.7 The President may only hold the office of President for a maximum of 4 consecutive years.

## **13 Election of president and ordinary board members and appointment of office bearers**

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13.1 At least 28 days prior to the date fixed for the annual general meeting the secretary must send notices to all members in accordance with subrule 23.3:

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- 13.2 Nomination of candidates for election as president or as ordinary board members must:
- (a) be made in writing, stating whether the candidate is nominated for the position of president or for a position as an ordinary board member;
  - (b) be signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (c) be delivered to the secretary of the Society not less than 14 days before the date fixed for the annual general meeting at which the election is to take place.
- 13.3 Following the receipt of nominations made under subrule 13.2 the secretary must send postal ballot papers to all members who have requested postal ballot papers.
- 13.4 Members voting by postal ballot must return their completed postal ballots to the secretary not less than 2 days before the date fixed for the annual general meeting.
- 13.5 Postal ballots cast under subrule 13.4 will be treated as votes validly cast as though the member voting by postal ballot had been present and voting at the annual general meeting, except that those
- 13.6 voting by postal ballot may not vote for candidates nominated under subrule 13.7.

#### **Election of president**

- 13.7 In the event that there is only one nomination for the position of president then that candidate is deemed to be elected president.
- 13.8 If there are no nominations for the position of president nominations may be received at the annual general meeting. Nominations made under this rule may only be made by those present at the annual general meeting.
- 13.9 If the number of nominations for president exceeds one, then a ballot shall be held at the annual general meeting to elect a president, subject to subrule 13.5. Such election is to be by secret ballot.

#### **Nomination as president and/ordinary board member**

- 13.10 A candidate may be nominated for election as president and ordinary board member. If a candidate nominates for both positions and is elected as president the nomination as an ordinary board member lapses.

#### **Election of ordinary board members**

- 13.11 If insufficient nominations are received to fill all ordinary vacancies on the board, the candidates nominated are to be deemed to be elected as ordinary board members and the new board may fill the

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remaining vacancies as though they were casual vacancies under subrule 12.4 .

- 13.12 If the number of nominations of ordinary board members received is equal to the number of vacancies to be filled, the candidates nominated are to be deemed to be elected as ordinary board members.
- 13.14 If the number of nominations received for ordinary board members exceeds 10 then a ballot must be held at the annual general meeting to elect persons to those positions. Subject to subrule 13.5. Such election is to be by secret ballot.

### **Appointment of office bearers**

- 13.15 At the first board meeting after the annual general meeting, the board will elect four ordinary board members to be the office bearers referred to in subrules 12.2(b) to (e) such appointments having immediate effect.
- 13.18 In the event that the office of president becomes vacant under subrule 15.1 or the president becomes incapacitated or otherwise unable to fulfil their duties, the president's position is deemed to be vacant and the Vice- president is to be appointed president until the next Annual General Meeting and a casual vacancy will arise in the position of Vice-president which is to be filled in accordance with subrule 12.4.

## **14 Duties of office-bearers**

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- 14.1 The duties of office-bearers of the Society are to be determined from time to time by resolution of the board and recorded in the By-Laws.

## **15 Vacancies**

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- 15.1 For the purposes of this Constitution, a vacancy in the office of a member of the board occurs if the member:
- (a) dies;
  - (b) ceases to be a member of the Society;
  - (c) resigns from office;
  - (d) is removed from office pursuant to subrule 16;
  - (e) becomes an insolvent under administration within the meaning of the **Corporations Law**;
  - (f) becomes of unsound mind or incapable of managing his or her affairs;
  - (g) is disqualified from office under subsection 63(1) of the Act;

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- (h) is absent without the consent of the board members from 3 consecutive meetings of the board; or
  - (i) has been convicted of an offence against children.

## **16 Removal of board members**

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- 16.1 The board may by resolution of 75% of the members of the board present at the meeting remove any member of the board before the expiration of the member's term of office, if the member has in the opinion of those voting on the resolution:
  - (a) persistently refused or neglected to comply with a provision of this Constitution; or
  - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Society; or
  - (c) persistently and wilfully acted in a manner prejudicial to the interests of the board.
- 16.2 A resolution of the board under subrule 1 is of no effect unless the board confirms the resolution in accordance with this rule.
- 16.3 Where the board passes a resolution under subrule 1, the secretary must, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the board and the grounds on which it is based;
  - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the board at or prior to the date of that meeting written representations relating to the resolution.
- 16.4 Subject to section 50 of the Act, at a meeting of the board mentioned in subrule 1, the board must:
  - (a) give to the member mentioned in subrule 1 an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the board by that member at or prior to the meeting; and

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- (c) by resolution determine whether to confirm or to revoke the resolution of the board made under subrule 1.
- 16.5 Where the board confirms a resolution under subrule 4, the secretary must, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 8.
- 16.6 A resolution confirmed by the board under subrule 4 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with subrule 10.4.
- 16.7 A member may appeal to the Society in general meeting against a resolution of the board which is confirmed under subrule 16.4, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 16.8 Upon receipt of a notice under subrule 7, the secretary must notify the board which will convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- 16.9 Subject to section 50 of the Act, at a general meeting of the Society convened under subrule 8:
- (a) no business other than the question of the appeal is to be transacted;
- (b) the board and the member are to be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (c) the members present will vote by secret ballot on the question of whether the resolution made under subrule 16.4, that the resolution is confirmed or revoked.
- 16.10 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 16.4, that resolution is confirmed.

## **17 Board meetings and quorum**

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- 17.1 The board is to meet at least once quarterly in each calendar year at such place and time as the board determines.
- 17.2 Additional meetings of the board may be convened by a number of members equalling a quorum under subrule 17.5.

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- 17.3 Oral or written notice of a meeting of the board is to be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.
- 17.4 Notice of a meeting given under subrule 3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of the board members present at the meeting agree to treat as business which should be discussed.
- 17.5 Any 6 members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- 17.6 No business is to be transacted by the board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 17.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- 17.8 At meetings of the board:
- (a) the president or in the absence of the president, the vice-president is to preside; or
  - (b) if the president and the vice-president are absent, 1 of the remaining members of the board may be chosen by the members present to preside.
- 17.9 Any members of the board who have a material interest in any contract or arrangement made, or proposed to be made with the Society must disclose their interest at the meeting of the board at which that contract or arrangement is first taken into consideration if their interest then exists, or in any other case at the first meeting after the acquisition of their interest. No member of the board may vote in respect of any such contract or arrangement. All declarations of interest under this subrule 17.9 are to be recorded in the minutes of the board.
- 17.10 Where a paid secretary or other administrative officer or an employee of the Society is present at board meeting they have the right to speak when invited to do so but no right to vote.

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## **18 Delegation by board to committees**

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- 18.1 The board may, by instrument in writing, delegate to 1 or more committees (consisting of such member or members of the Society

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as the board thinks fit) the exercise of such of the functions of the board as are specified in the instrument, other than:

- (a) this power of delegation; and
  - (b) a function which is a function imposed on the board by the Act, by any other law of the Territory, or by resolution of the Society in general meeting.
- 18.2 A function, the exercise of which has been delegated to a committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 18.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- 18.4 Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.
- 18.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- 18.6 The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 18.7 A committee may meet and adjourn as it thinks proper.
- 18.8 All committee members must be members of the Society, however, a committee may from time to time request the attendance of non-members at committee meetings and those persons are entitled to speak, but not vote, at those committee meetings.

## **19 Voting and decisions**

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- 19.1 Questions arising at the meeting of the board or of any committee appointed by the board are to be determined by a majority of the votes of members of the board or committee present at the meeting.
- 19.2 Each member present at a meeting of the board or of any committee appointed by the board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 19.3 Subject to subrule 17, the board may act notwithstanding any vacancy on the board.
- 19.4 Any act or thing or suffered, or purported to have been done or suffered, by the board or by the committee appointed by the board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or committee.



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## **PART IV - GENERAL MEETINGS**

### **20 Annual general meetings - holding of**

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- 20.1 The Society must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Society, convene an annual general meeting of its members.
- 20.2 Subrule 1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

### **21 Annual general meetings - calling of and business at**

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- 21.1 Subject to the Act, the annual general meeting of the Society will be convened on such date and at such place and time as the board thinks fit.
- 21.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the board reports on the activities of the Society during the last preceding financial year;
  - (c) to elect the president and other members of the board; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73.1 of the Act;
- 21.3 An annual general meeting must be specified as such in the notice convening it in accordance with rule 23.
- 21.4 An annual general meeting must be conducted in accordance with the provisions of this Part.

### **22 General meetings - calling of**

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- 22.1 The board may, whenever it thinks fit, convene a general meeting of the Society.
- 22.2 The board must, on the requisition in writing of not less than 25 per cent of the total number of members, convene a general meeting of the Society.
- 22.3 A requisition of members for a general meeting:
- (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisition;

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- (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- 22.4 If the board fails to convene a general meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- 22.5 A general meeting convened by a member or members referred to in subrule 4 is to be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

## **23 Notice**

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- 23.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society or where the meeting is an annual general meeting, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 23.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subrule 1 specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- 23.3 At least 28 days before the date fixed for the holding of an annual general meeting the secretary must cause to be sent by pre-paid post to each member at the member's address a notice:
- (a) specifying the place, date and time of the meeting;
  - (b) specifying the nature of the business proposed to be transacted at that meeting;
  - (c) inviting nominations for candidates under subrule 13.2; and
  - (d) notifying members that they may request to take part in the ballot for the election of president and board members by postal vote.
- 23.4 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 21.2.

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- 23.5 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who will include that notice from the member.

## **24 General meetings - procedure and quorum**

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- 24.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 24.2 6 members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business at a general meeting.
- 24.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 24.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) constitute a quorum.

## **25 Presiding member**

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- 25.1 The president, or in the absence of the president, the vice-president, will preside at each general meeting of the Society.
- 25.2 If the president and the vice-president are absent from the general meeting, the members present are to elect 1 of their number to preside at the meeting.

## **26 Adjournment**

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- 26.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 26.2 Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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- 26.3 Except as provided in subrules 1 and 2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **27 Making of decisions**

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- 27.1 A question arising at a general meeting of the Society is to be determined on a show of hands and, unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 27.2 At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- 27.3 Where the poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **28 Voting**

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- 28.1 Subject to subrule 3, upon any question arising at a general meeting of the Society a member has 1 vote only.
- 28.2 All votes must be given personally, unless the vote is on the election of the president and ordinary board members and is given by postal ballot.
- 28.3 Except on the election of the president and ordinary board members, in the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 28.4 A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

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## **PART V - MISCELLANEOUS**

### **29 Funds - source**

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- 29.1 The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting and subject to section 114 of the Act, such other sources as the board determines.
- 29.2 All money received by the Society is to be deposited as soon as practicable and without deduction to the Society's bank account.
- 29.3 The Society will, as soon as practicable after receiving any money, issue an appropriate receipt.

### **30 Funds - management**

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- 30.1 Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such a manner as the board determines.
- 30.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by any 2 members of the board or employees of the Society, being members of the board or employees authorised to do so by the board.
- 30.3 Financial statements are to be prepared quarterly by the Treasurer for presentation to the board.
- 30.4 The assets and income of the organisation 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 except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### **31 Alteration of objects and rules**

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Neither the objects of the Society referred to in section 29 of the Act nor this Constitution may be altered except in accordance with the Act.

### **32 Common seal**

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- 32.1 The common seal of the Society is to be kept in the custody of the secretary.
- 32.2 The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either of 2 members of the board or of 1 member of the board and of the secretary.

### **33 Custody of books**

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Subject to the Act, the Regulations and this Constitution, the secretary must keep in his or her control all records, and other documents relating to the Society.

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### **34 Inspection of books**

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The financial records, books and other documents of the Society will be open for inspection at a place in the Territory, free of charge, by a member of the Society at any reasonable hour, subject to the condition that all members agree to maintain the confidentiality of such information.

### **35 Service of notices**

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35.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Society upon any member at the member's address shown in the register of members.

35.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person an envelope containing the document, the document is, unless the contrary is proved, deemed for the purposes of this Constitution to have been served on the person at the time at which the envelope would have been delivered in the ordinary course of post.

### **36 Surplus property**

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If the organisation is wound up or if endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation;
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- money received by the organisation because of such gifts and contributions.

### **37 Public officer**

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37.1 A public officer of the Society is to be appointed by the board at the times specified in, and in accordance with the provisions of the Act.

37.2 The office of public officer will become vacant if the public officer resigns from office, dies or ceases to reside in the Australian Capital Territory and district or for any other cause set out in section 64(2) of the Act.

37.3 Where a vacancy occurs in the office of the public officer the board must within 14 days after the vacancy occurred appoint a person to fill the vacancy.

37.4 The public officer

- (a) must within 1 month of their appointment lodge with the Registrar of Associations a notice of appointment in the approved form; and
- (b) in the event that they change their residential address must within 1 month of the change lodge with the Registrar a notice of change in the approved form.

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**38 New board**

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- 38.1 Notwithstanding any other provision in this Constitution, in the event that no existing members of the board are able to continue, then any member of the Society has the power in this instance to call a special general meeting to form a new board.

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**APPENDIX**

**APPLICATION FOR MEMBERSHIP OF SOCIETY**

Subrule 3.1

\_\_\_\_\_ INCORPORATED

I, \_\_\_\_\_

of \_\_\_\_\_

(address)

\_\_\_\_\_

\_\_\_\_\_ hereby apply to  
(occupation)

become a member of the abovenamed incorporated Society. In the event of my admission as a member, I agree to be bound by the rules of the Society for the time being in force.

\_\_\_\_\_  
(signature of applicant)

Date \_\_\_\_\_

I, \_\_\_\_\_

(full name)

a member of the Society, nominate the applicant, who is personally known to me, for the membership of the Society.

\_\_\_\_\_  
(signature of proposer)

Date \_\_\_\_\_

I, \_\_\_\_\_

(full name)

a member of the Society, nominate the applicant, who is personally known to me, for the membership of the Society.

\_\_\_\_\_  
(signature of proposer)

Date \_\_\_\_\_