

CONSTITUTION
OF
CROMMELIN NATIVE ARBORETUM INCORPORATED
Y 048 6712

Charity ABN 79 080 936 319

PART I

PRELIMINARY

NAME, OBJECTS AND INTERPRETATION

1.

(1) The name of the association shall be Crommelin Native Arboretum Incorporated (referred to in the constitution as 'the association').

(2) The objects of the association shall be:

- (a) to protect, enhance, maintain and manage the Crommelin Native Arboretum at Pearl Beach, N.S.W., and
- (b) to promote and encourage nature conservation at Pearl Beach and elsewhere.

(3) In this constitution, except in so far as the context or subject-matter otherwise indicates or requires -

"ordinary committee member" means a member of the committee who is not an office-bearer of the association, as referred to in clause 13(2);

"secretary" means –

- (a) the person holding office under this constitution as secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

"the Act" means the Associations Incorporation Act, 2009;

"the Regulation" means the Associations Incorporation Regulation, 2010.

(4) In this constitution -

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

(5) The provisions of the Interpretation Act, 1987, apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART II

MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

2.

- (1) A person is qualified to be a member of the association if the person is a natural person who –
- (a) has applied for membership of the association as provided by clause 3; and
 - (b) has been approved for membership of the association by the committee of the association, and in considering any person for membership, the committee shall have regard to that person's commitment to the objects of the association.

(2) The Committee may elect any member as a Life Member who has given outstanding service to the Association.

NOMINATION FOR MEMBERSHIP

3.

- (1) An application from a person for membership of the association –
- (a) shall be made by a member of the association in writing in a form as approved from time to time by the committee ;and
 - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under this constitution by a member as an annual subscription.
- (4) The secretary shall, on payment by the applicant of the amount referred to in subclause (3) within the period referred to in that subclause, enter the applicant 's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

CESSATION OF MEMBERSHIP

4.

A person ceases to be a member of the association if the person –

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the association; or
- (d) fails to pay the annual membership fee under clause 8 (1) within 3 months after the fee is due unless as a Life Member they are exempt as provided by clause 8 (3).

MEMBERSHIP ENTITLEMENTS

NOT TRANSFERABLE

5.
 - (1) A right, privilege or obligation which a person has by reason of being a member of the association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

RESIGNATION OF MEMBERSHIP

6.
 - (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
 - (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
 - (3) Where a member of the association ceases to be a member pursuant to subclause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

7.
 - (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and 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 shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

FEES, SUBSCRIPTIONS, ETC.

8.
 - (1) A member of the association shall pay to the association a fee of \$10 or, where some other amount is determined by the committee, of that other amount.
 - (2) A member of the association shall pay to the association the annual membership fee and any other amount payable to the association before 1st July in each calendar year. Where the member becomes a member on or after 1st July in any calendar year, the member shall pay such amount upon becoming a member and thereafter shall pay such amount before 1st July in each succeeding calendar year.
 - (3) Life Members are exempt from annual membership fees.

MEMBERS' LIABILITIES

9.

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the cost, 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 by clause 8.

DISCIPLINING OF MEMBERS

10. (a)

- (1) Where the committee is of the opinion that a member of the association –
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution;
or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,the committee may, by resolution –
 - (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under subclause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3) confirms the resolution in accordance with this rule.
- (3) Where the committee passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member –
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee 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 committee at or prior to the date of that meeting written representation relating to the resolution.
- (4) At a meeting of the committee held as referred to in subclause (3), the committee shall –
 - (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under subclause (4), the secretary shall within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 10(b).
- (6) A resolution confirmed by the committee under subclause (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 association confirms the resolution pursuant to clause 10(b) (4).

RIGHT OF APPEAL OF DISCIPLINED MEMBER

10. (b)

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 10(a) (4) within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under subclause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under subclause (2),
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

RESOLUTION OF INTERNAL DISPUTES

11.

- (1) The executive committee will otherwise hold itself available to attempt to resolve disputes between members (in their capacity as members) of the Association, in one of the following ways:
 - (a) the appointment of an independent person to mediate in the dispute;
 - (b) a process to bring the parties together to resolve the dispute at an early stage;
 - (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case; or
 - (d) by reference to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) For the purposes of this rule, an internal dispute will include a complaint which may be made by any member of the Association that some other member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution,
or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

PART III

THE COMMITTEE

POWERS ETC, OF COMMITTEE

12.

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting

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- (a) shall control and manage the affairs of the association;
- (b) may exercise all such functions as may be exercised by the association other than those functions that are required by this constitution to be exercised by a general meeting of members of the association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

CONSTITUTION AND MEMBERSHIP

13.

(1) The committee shall consist of –

- (a) the office-bearers of the association; and
- (b) not less than 3 and not more than 12 ordinary members,

each of whom shall be elected at the annual general meeting of the association pursuant to clause 14 .

(2) The office-bearers of the association shall be –

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

(3) Each member of the committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(5) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

ELECTION OF MEMBERS

- 14.
- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee –
 - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates' nominations shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If insufficient further nominations are received any vacant positions remaining on the committee shall be deemed to be casual vacancies.
 - (4) If the number of nominations received 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 exceeds the number of vacancies to be filled, a ballot shall be held.
 - (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
 - (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

SECRETARY

- 15.
- (1) The Secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
 - (2) It is the duty of the secretary to keep minutes of -
 - (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting;
and
 - (c) all proceedings at committee meetings and general meetings.
 - (3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

16.

It is the duty of the treasurer of the association to ensure that -

- (a) all money due to the association is collected and received and that all payments authorised by the association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

CASUAL VACANCIES

17.

For the purpose of this constitution, a casual vacancy in the office of a member of the committee occurs if the member –

- (a) dies;
- (b) ceases to be a member of the association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under clause 18;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

REMOVAL OF MEMBER

18.

- (1) The association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

- 19.
- (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
 - (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
 - (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
 - (4) Notice of a meeting given under subclause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
 - (5) A bare majority of the total members of the committee from time to time constitutes a quorum for the transaction of business of the committee.
 - (6) No business shall be transacted by the committee 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 stands adjourned to the same place and at the same hour of the same day in the following week.
 - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
 - (8) At a meeting of the committee –
 - (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 20.
- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than –
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
 - (2) 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.
 - (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) 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.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this ~~rule~~ clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The provisions of Clause 19 (5) shall apply to determine a quorum in sub-committees, viz, a bare majority of their members.

VOTING AND DECISIONS

21.

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 19 (5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS - HOLDING OF

22.

- (1) The association's committee must ensure that annual general meetings are held:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such further time as may be allowed by the Director-General or prescribed by the regulations.

ANNUAL GENERAL MEETINGS –

CALLING OF AND BUSINESS AT

23.

- (1) The annual general meeting of the association shall, subject to the Act and to clause 22, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an 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 meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect office-bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 44 of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

SPECIAL GENERAL MEETINGS - CALLING OF

24.

- (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 not less than 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting –
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

NOTICE

25.

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause a notice to be sent in compliance with subclause (3) hereof 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) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent in compliance with subclause (3) hereof to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) Such notice as is required pursuant to clause 26 subclause (1) and (2) of this constitution shall be caused to be given to each member in accordance with the provisions of clause 40 of the Constitution.
- (4) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 23 (2).
- (5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

26.

- (1) No item of business shall 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.
- (2) Five 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 of a general meeting.
- (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 members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.
- (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) shall constitute a quorum.

PRESIDING MEMBER

27.

- (1) The president or, in the president's absence, the vice - president, shall preside as chairperson at each general meeting of the association.
- (2) If the president and vice - president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

28.

- (1) The chairperson of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (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.

MAKING OF DECISIONS

29.

- (1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded 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, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the chairperson of 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 chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

30.

- (1) A resolution of the association is a special resolution if –
 - (a) it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under this constitution so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or
 - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

VOTING

31.

- (1) Upon any item to be voted on at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or in the case of a special resolution may be by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid other than the amount of the annual subscription payable in respect of the then current year.

APPOINTMENT OF PROXIES

32.

- (1) For the purpose of voting on a special resolution each member shall be entitled to appoint another member as his/her proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

The notice appointing the proxy shall be in a form as approved from time to time by the committee.

PART V.

MISCELLANEOUS

INSURANCE

33.

- (1) The association shall effect and maintain insurance.

FUNDS - SOURCE

34.

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

35.

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) Receipts for all monies received shall be issued promptly.
- (4) The association shall appoint an auditor or auditors
 - (a) The auditor or auditors shall be elected at the annual general meeting. They shall examine all accounts, vouchers, receipts, books etc. and furnish a report thereon to the members at the following annual general meeting. Audits shall be conducted at regular intervals of not more than twelve months.
 - (b) An auditor shall not be a member or closely related to a member of the committee.
 - (c) Subject to paragraph (d) hereof notice of the intention to nominate auditors to replace the current auditors shall be given to the secretary at least twenty one (21) days before the annual general meeting. The secretary shall send a copy of the nomination to the current auditors at least seven (7) days before the annual general meeting. The current auditors shall be entitled to attend the annual general meeting and if they so wish, be heard at such annual general meeting.
 - (d) Where the current auditor submits his resignation, or notifies the secretary of his intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.
- (5)
 - (a) Notwithstanding subclauses and (6), the committee shall at all times appoint a Finance Management Sub-committee which shall have the full function and responsibility to manage the

income-producing assets of the association and pursuant to this it may make, change or dispose of investments.

- (b) The sub-committee shall consist of
 - (i) the President;
 - (ii) the Treasurer
 - (iii) the Secretary
 - (iv) the Vice President and
 - (v) an independent member with financial and accounting experience.
- (c) The Finance Management Sub-committee shall report promptly to the Committee no later than the next scheduled meeting of the Committee regarding the making of, the changing of and the disposition of any income producing assets of the association pursuant to the Sub-committee's function and responsibility to manage the income producing assets of the association.

ALTERATION OF OBJECTS AND CONSTITUTION

36.

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the association.

CUSTODY OF BOOKS ETC.

38.

Except as otherwise provided by this constitution, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

INSPECTION OF BOOKS ETC.

39.

The records, books and other documents of the association shall be open to inspection, free of charge, by a member of the association at any reasonable hour.

SERVICE OF NOTICES

40.

- (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 facsimile, email, or some other form of 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, email, 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.

SURPLUS PROPERTY

- 41.
- (1) At the first general meeting of the association, the association shall pass a special resolution nominating an incorporated association as the association in which it is to vest its surplus property pursuant to section 65(2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
 - (2) The incorporated association so nominated shall be one which fulfills the requirements specified in section 65(3) (a)-(c) of the Act.

PART VI

ADDITIONAL CLAUSES APPLICABLE TO CHARITIES

APPLICATION OF PART

42.

This Part applies where the association is registered under or is exempted from registration by or under the Charities ACT 2013.

PAYMENT ETC OF OFFICE BEARERS AND MEMBERS

43.

A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except –

- (a) repayment of out-of-pocket expenses.
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
- (c) reasonable and proper rent for premises let to the association.

VACATION OF OFFICE

44.

Without limiting the operation of clause 17, the office of a member of the committee shall become vacant if –

- (a) the member holds an office of profit in the association;
- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

SURPLUS PROPERTY

45.

(1) At the first general meeting of the association, the association shall, notwithstanding clause 41, pass a special resolution nominating a charity registered under the Charities ACT 2013., or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section (65) (2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.

(2) The charity so nominated shall be one which fulfils the requirements specified in section 65 (3) (a)-(c) of the Act.

NOTIFICATION OF PROPOSED ALTERATION OF CONSTITUTION

46.

A proposed alteration of the constitution or of these statement of objects of the association shall be notified to the Minister administering the Charities ACT 2013, in the manner required by the regulations under that Act.

COMPLIANCE WITH Charities ACT 2013.

47.

The association shall comply with such of the provisions of the Charities ACT 2013 and the regulations thereunder as are applicable to it.

48.

Where the statement of objects or this constitution are amended such amendments shall be of no effect unless the Minister of the Crown for the time being administering the Charities ACT 2013 has been notified of the amendment and has signified approval to such amendment being made.