



ORDER OF AHEPA NSW INCORPORATED

Constitution

Revised October 2018

CONSTITUTION

of the

ORDER of AHEPA NSW INCORPORATED

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REVISION AND APPROVAL RECORD

Revision Record	Description	Date(s)
0	Original rules of: Order of AHEPA NSW Incorporated (the Association) submitted to the Corporate Affairs Commission	25/1/1993
1	Revised to update current requirements of the Association 03 (as approved by the Committee for submission to a Special General (as approved by the Committee for submission to a Special General Meeting of the Association). Submitted and approved at Special Meeting of the Association Submitted and approved by the Corporate Affairs Commission	7/8/2003
		30/9/2003
		13/10/2003
2	Amendments passed at the 2005 Annual General Meeting of the Association to the following douses: * Part II, Section 3 (I) (a) * Part II, Section 15 (3) (a)	23/11/2005
3	Amendments passed at the 2007 Annual General Meeting of the Association to the following clause: * Part II, Section 14 (I) (b) (refer to page 15 of this Constitution)	29/11/2007

4	Amendments passed at the 2010 Annual General Meeting of the Association to the following clause: * Part II, Section 3 (1) (refer to page 10 of this Constitution)	22/01/2010
5	Amended Constitution to be proposed at an EGM in 2018	

PART I - PRELIMINARY

1. INTERPRETATION

In this Constitution, except in so far as the context of subject matter otherwise indicates or requires –

- (1) Association means the incorporated association constituted by this document and registered by the Commissioner for Fair Trading, Department of Finance Services and Innovation with incorporation number Y1649605
- (2) “Chapter” means an incorporated Association or unincorporated Association to which a charter has been granted and not revoked by the Grand Lodge. To remove any doubt, at 30 June 2018, those Chapters were:
 - (a) Chapter Arete No. 3
 - (b) Chapter Platon No. 4
 - (c) Chapter Prometheus No 6.
 - (d) Chapter Anatole No 7
 - (e) Chapter Diogenes No. 8
 - (f) Chapter Antigone No. 8
 - (g) Chapter Herakles No. 12
 - (h) Chapter Appollon No. 16
 - (i) Chapter Ippocratis No. 21
 - (j) Chapter Chiron No. 22
 - (k) Chapter Alexandros No. 25
 - (l) Chapter Odysseas Elytis No. 26
 - (m) Chapter Antigone No.27
- (3) “Committee of Management” is a committee comprised in accordance with clause 15.
- (4) “Grand Lodge” has the same meaning as in the Bylaws of the Order (a copy of which is annexed to this Constitution).
- (5) “Order” means the association (whether incorporated or unincorporated) known variously as the Order of AHEPA New South Wales and AHEPA NSW.
- (6) “Person” includes a natural person, a corporation, a body corporate, a body politic, an unincorporated Association and a Chapter.
- (7) “The Act” means the Associations Incorporation Act 2009.
- (8) “The Regulation” means the Associations Incorporation Regulation 2016.
- (9) a reference to a function includes a reference to a power, authority duty;
- (10) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;

- (11) 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 was an instrument made under The Act.

2. NAME

- (1) The name of the Association shall be "ORDER OF AHEPA NSW INCORPORATED".

3. OBJECTS

- (1) The objects of the Association shall be:
- (a) to promote and encourage loyalty and patriotism to Australia, support its constitution, obey its laws and respect its history and traditions;
 - (b) to instruct the members of the Association by precepts and examples, in the tenets and fundamental principles of government;
 - (c) to instil in the members of the Association a due appreciation of the privileges and duties of citizenship, to encourage members to be interested and to participate in the political, civic and social activities and always to strive for the betterment of society;
 - (d) to oppose tyranny and oppression wherever it exists in any form and at any level and to secure the perpetual existence of liberty of the nation as well as that of the individual;
 - (e) to promote a better and comprehensive understanding of the Hellenic people and to spread and cultivate the attributes ideals and legacies of Hellenism;
 - (f) to generate and champion a sincere love for education and culture by promoting and participating in the dissemination of both;
 - (g) to promote and develop among the members a moral code befitting our society;
 - (h) to stimulate promote and practice good fellowship;
 - (i) to generate the spirit of altruism understanding, co-operation and benevolence and to establish and encourage a strong sense of tolerance in the Association and society in general;
 - (j) to create an Association of men and women with like attitudes of benevolence and goodwill and foster the inculcation of Christian community values in support of the principles of good government and administration;
 - (k) to encourage membership of persons of Greek origin or extraction for the purpose of fostering a better understanding of the principles of integration into the Australian community;
 - (l) to support and encourage dissemination of educational programs and affiliation with other organisations of the history and culture of the Hellenic (Greek) people and of the Australian community;

- (m) to support charities and other charitable organisations concerned with the welfare of members of the community;
- (n) to obtain any necessary accreditation with any State or Federal governmental agency for the furtherance of its objects.
- (o) to promote and protect the interests of members and establish rules and standards for their conduct as members.

PART II – MEMBERSHIP

4. MEMBERSHIP

- (1) A person is a member of the Association:
 - (a) if the person:
 - (i) was a financial member of the unincorporated predecessor of the Association on the 30th June 1992 (being the end of the last financial year prior to the incorporation of the Association); and
 - (ii) has been approved by the Grand Lodge and the Committee; or
 - (b) notwithstanding any provisions or procedures in the By-Laws of any Chapter, if the person has been nominated, endorsed and entered in the register of members of the Association as provided by clause 5.

5. NOMINATION FOR MEMBERSHIP

- (1) A Chapter secretary or a member of the Committee of Management may nominate a person for membership of the Association.
- (2) A nomination must be made in writing in the form determined by the Committee of Management.
- (3) A nomination must be lodged with the Secretary of the Association.
- (4) As soon as practicable after receiving a nomination, the Secretary shall refer the nomination to the Committee of Management for endorsement.
- (5) If the Committee of Management endorses the nomination, the Secretary shall notify the nominee and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under clause 10(1) as an entrance fee.
- (6) The Secretary shall, on payment by the nominee of the amount referred to in clause 10(1) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

6. CESSATION OF MEMBERSHIP

- (1) A person ceases to be a member of the Association if the person –
 - (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled from the Association;
 - (d) has not been a financial member of their Chapter for a consecutive period of two (2) fiscal years.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

8. RESIGNATION OF MEMBERSHIP

- (1) A member may resign from the Association by first giving written notice thereof to the Secretary of that member's intention to resign.
- (2) The Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

9. REGISTER OF MEMBERS

- (1) The Secretary shall establish and maintain a register specifying the name and any postal, 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 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.

10. FEES, SUBSCRIPTIONS, ETC.

- (1) A member of the Association shall, upon admission to membership, pay \$1 plus GST or, where some other amount is determined by the Committee of Management, that other amount
- (2) 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 this Constitution.

11. RESOLUTION OF DISPUTES

- (1) A dispute between a member and another member (in their capacity as members) of the Association or a dispute between a member and the Association are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (2) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12. DISCIPLINING OF MEMBERS

- (1) A complaint may be made to the Committee of Management by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has acted in a manner that has prejudiced or has the capacity to prejudice the interests of the Association.
- (2) The Committee of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee of Management decides to deal with the complaint, the Committee of Management:

- (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee of Management in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee of Management may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee of Management expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause a written notice to be given to the member of the action taken, of the reasons given by the Committee of Management for having taken that action and of the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee of Management under clause 12(4) within seven 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 clause 13(1), the Secretary shall notify the Committee of Management which shall convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Association convened under clause 13(2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee of Management 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 on the question of whether the resolution shall be confirmed or revoked.
- (4) The appeal is determined by resolution of the members of the Association.

PART III - THE COMMITTEE

14. POWERS ETC OF THE COMMITTEE

- (1) Subject to The Act, The Regulation, this Constitution and to any resolution passed by the Association in general meeting, the Committee of Management -
 - (a) is to 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;
 - (c) has power to perform all such acts and do all such things as appear to the Committee of Management to be necessary or desirable for the proper management of the affairs of the Association;
 - (d) shall not sell, purchase, mortgage, charge, lien, borrow, lend, encumber or create any liabilities without a resolution of the members of the Association in general meeting.

15. COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

- (1) The Committee of Management is to consist of:
 - (a) one delegate from each Chapter; but in the absence of the delegate appointed by the Chapter, an alternate delegate from the same Chapter;
 - (b) the president for the time being of the Grand Lodge shall be the President of the Association ex officio;
 - (c) the vice president for the time being of the Grand Lodge shall be the Vice President of the Association ex officio;
 - (d) the treasurer for the time being of the Grand Lodge shall be the Treasurer of the Association ex officio;
 - (e) the Secretary for the time being of the Grand Lodge shall be the Secretary of the Association ex officio;
 - (f) in the event of a casual vacancy occurring in the membership of the Committee of Management, the vacancy shall be filled in accordance with clause 18;
 - (g) the President or, in the President's absence, the Vice-President, shall preside as chairperson at each meeting of the Committee of Management; and
 - (h) if the President and the Vice-President are absent from a meeting of the Committee of Management or are unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

16. SECRETARY

- (1) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers of the Committee of Management;

- (b) the names of members of the Committee of Management present at a Committee of Management meeting or a general meeting; and
 - (c) all proceedings at Committee of Management meetings and general meetings.
- (2) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. TREASURER

- (1) It is the duty of the Treasurer of the Association to ensure that:
- (a) all monies due to the Association are 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.

18. CASUAL VACANCIES

- (1) For the purposes of this Constitution, a casual vacancy in the office of a member of the Committee of Management occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the Association;
 - (c) becomes a bankrupt;
 - (d) resigns office by notice in writing to the Secretary;
 - (e) is removed from office under clause 19;
 - (f) becomes of unsound mind or subject to a financial management order under the *Guardianship Act 1987*; or
 - (g) is absent without the consent of the Committee of Management from all meetings of the Committee of Management held during a period of four months.

19. REMOVAL OF COMMITTEE MEMBER

- (1) The Association in a special general meeting may by resolution remove any member of the Committee of Management 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 of Management to whom the proposed resolution referred to in this clause 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 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.

20. MEETINGS AND QUORUM

- (1) The Committee of Management shall meet at least six (6) times in each period of twelve (12) months at such place and time as the Committee of Management may determine. These meetings shall be held every second calendar month.
- (2) Written notice of a regular meeting of the Committee of Management shall be given by the Secretary to each member of the Committee of Management at least seven (7) days (or such other period as may be unanimously agreed upon by the members of the Committee of Management) before the time appointed for the holding of the regular meeting.
- (3) Additional meetings of the Committee of Management may be convened by any office bearer of the Committee of Management by giving at least 48 hours oral or written notice stating the general nature of the business to be transacted at the additional meeting except business which the Committee of Management member: present at the additional meeting unanimously agree to treat as urgent business.
- (4) Notice of a regular meeting given under clause 20(2) shall specify the general nature of the business to be transacted at the regular meeting, except business which the Committee of Management members present at the meeting unanimously agree to treat as urgent business.
- (5) 50 per cent plus one of the current Committee of Management members constitutes a quorum for the transaction of the business of the meeting of the Committee of Management.
- (6) No business shall be transacted by the Committee of Management 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 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 of Management:
 - (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 preside as such, one of the remaining members present at the meeting shall preside.

21. APPOINTMENT OF ASSOCIATION MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- (1) If at any time the number of Committee of Management members is less than the number required to constitute a quorum for a Committee of Management meeting, the Committee of Management members who are present at the meeting may appoint a sufficient number of members of the Association as Committee of Management members to enable the quorum to be constituted.

- (2) A member of the Committee of Management so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

22. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

- (1) A Committee of Management meeting may be held at 2 or more venues using such technology as may be approved by the Committee of Management and as gives each of the Committee of Management's members a reasonable opportunity to participate.
- (2) A Committee of Management member who participates in a Committee of Management 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.

23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- (1) The Committee of Management may by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee of Management thinks fit) the exercise of such of the functions of the Committee of Management 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 of Management 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 clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Committee of Management may continue to exercise any delegated function.
- (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 of Management.
- (6) The Committee of Management may by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

24. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management shall be determined by a majority of the votes of members of the Committee of Management or sub-committee present at the meeting.

- (2) Each member present of a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management (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 20, the Committee of Management may act notwithstanding any vacancy on the Committee of Management.
- (4) Any act or thing done or suffered or purporting to have been done or suffered by the Committee of Management or by a sub-committee appointed by the Committee of Management, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member or the Committee of Management or sub-committee.

PART IV – GENERAL MEETINGS

25. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) The Association shall within the period of six months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- (2) Clause 25(1) has effect within any later time that may be allowed or prescribed under section 37(2)(b) of The Act.

26. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association shall, subject to The Act and to this clause, be convened on such date and such place and time as the Committee of Management 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-
 - (c) to confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting;
 - (d) to receive from the Committee of Management reports upon the activities of the Association during the last preceding financial year;
 - (e) to receive and consider any Financial Statement or Report which is required to be submitted to members under The Act;
 - (f) to consider any special resolution of which notice has been given in accordance with this Constitution;
 - (g) to appoint the Association's auditors for the ensuing twelve months.
- (3) An annual general meeting shall be specified as such in the notice convening it.
- (4) 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.
- (5) Twenty-five (25) members present (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.
- (6) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members - is to be dissolved, and
 - (b) in any other case - is to stand 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.

Twenty (20) members (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a adjourned general meeting

27. SPECIAL GENERAL MEETINGS CALLING OFF

- (1) The Committee of Management may whenever it thinks fit convene a special general meeting of the Association.
- (2) The Committee of Management shall on the requisition in writing of not less than twenty-five (25) members convene a special general meeting of the Association.
- (3) 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 of Management fails to convene a special general meeting to be held within one (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 three (3) months after that date.
- (5) A special general meeting convened by a member or members referred to in clause (6) shall be convened as nearly as is practicable in the same manner general meetings are convened by the Committee of Management and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- (6) 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.
- (7) Twenty-five (25) members present (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.
- (8) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members - is to be dissolved, and
 - (b) in any other case - is to stand 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.
- (9) 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 at least twenty (20)) are to constitute a quorum.

28. NOTICE

- (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 fourteen (14) days before the date fixed for the holding of the general meeting give a notice to each member, a notice 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 given to each member in the manner provided in clause 28(1) specifying in addition to the matter required under clause 1 the intention to propose the resolution as a special resolution.
- (3) 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.
- (4) 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.

29. QUORUM FOR GENERAL MEETINGS

- (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 that the meeting is considering the item.
- (2) Twenty-five (25) 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 for 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 same time and (unless another place is specified at the time of 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 twenty (20) shall constitute a quorum.

30. PRESIDING MEMBER

- (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 the 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.

31. ADJOURNMENT

- (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 adjournment took place.

- (2) In every case where a general meeting is adjourned, the Secretary shall give written notice to each member of the Association stating the place and date of the adjourned meeting and the nature of the unfinished business to be transacted.

32. MAKING OF DECISIONS

- (1) A question arising at a general meeting of the Association may be determined by a show of hands.
- (2) If the question is to be determined by a show of hands, 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, 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.
- (3) If the meeting decides that the question ought be determined by ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. SPECIAL RESOLUTION

- (1) A resolution of the Association is a special resolution if passed in the ways set out in The Act.

34. VOTING

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally and not by postal ballot.
- (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.

35. PROXY VOTES NOT PERMITTED

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

PART V MISCELLANEOUS

36. REGISTER OF CHAPTERS

- (1) The Secretary shall establish and maintain a register identifying:
 - (a) each Chapter which has been chartered by the Order;
 - (b) the date that the Chapter received its charter;
 - (c) (if applicable) the date on which the charter was revoked by the Order;
 - (d) the name, postal address, e-mail address and telephone number of the delegate nominated from time to time by each Chapter for the purposes of clause 13 and
 - (e) the name, postal address, e-mail address and telephone number of the alternate delegate nominated from time to time by each Chapter for the purposes of clause 13.
- (2) The register 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.

37. INSURANCES

The Association shall effect and maintain insurance.

38. FUNDS - SOURCES

- (1) The funds of the Association are to be derived from entrance fees of members, donations, and, subject to any resolution passed by the Association in general meeting, any other sources that the Committee of Management determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. FUNDS -MANAGEMENT

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee of Management determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.

40. ASSOCIATION IS NON-PROFIT

- (1) Subject to The Act and The Regulation, 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.

41. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- (1) Subject to The Act and The Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation

with similar objects and which is not carried on for the profit or gain of its individual members.

- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

42. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- (1) An application for registration of a change in the Association's name, objects or constitution in accordance with section 10 of The Act is to be made by the public officer or a Committee of Management member.

43. CUSTODY OF BOOKS ETC

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Association, its Chapters, Foundations, Committee of Management and Clubs must be kept in New South Wales at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee of Management determines).

44. INSPECTION OF BOOKS ETC

- (1) The records, books and other documents relating to the Association, its Chapters, Foundations, Committee of Management and Clubs shall be open to inspection free of charge by a member of the Association at any reasonable hour
- (2) Despite clause 44(1), the Committee of Management may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

45. 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 facsimile transmission 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 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.

46. FINANCIAL YEAR

- (1) The financial year of the Association is:
 - (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
 - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.