

AGENCY POLICY: Constitution

Policy number: GOVPOL001

NEW SOUTH WALES

ASSOCIATIONS INCORPORATION ACT, 1984

STATEMENT OF OBJECTS

of

TAMWORTH BASKETBALL ASSOCIATION INCORPORATED

1. The name of the Association is Tamworth Basketball Association Incorporated (hereinafter called "the Association").
2. The objects for which the Association is established are:
 - (a)
 - (i) To control, promote, integrate and foster participation and development at all levels of basketball in the State of New South Wales.
 - (ii) To promote recognition of basketball as a leading participative sport
 - (iii) To encourage the provision of appropriate facilities for participation in basketball within the State of New South Wales.
 - (iv) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Tamworth Basketball Association.
 - (b) Solely for the purposes of carrying out the aforesaid objects and not otherwise:
 - (i) To establish uniform regulations for the management and playing of basketball
 - (ii) To hear and adjudicate upon appeals from the decisions of officials of the Association and of affiliated and subsidiary bodies or of officials thereof.
 - (iii) To suspend, impose and enforce penalties, disqualify or otherwise deal with any affiliated body and/or member or officer thereof who has committed a breach of the aforementioned objects or the rules and by-laws made thereunder or who has practiced, counselled or sanctioned any conduct arising out of or in connection with basketball or otherwise which conduct is in the opinion of the Association unfair, unbecoming or contrary to the interest of basketball
 - (iv) To appoint delegates to represent the Association, to select teams, players and officials and to send them to represent the Association or for other such purposes as the Association thinks fit.
 - (v) To make rules or by-laws on matters authorised by or necessary or convenient to give effect to the aforementioned objects, insofar as such rules or by-laws are not



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inconsistent with such objects.

- (vi) To call for, receive and deal with reports from the Board and other committees, affiliated bodies, subsidiary bodies, officers and officials.
- (vii) To keep authentic records of all matters appertaining to basketball and to keep records of members of the Association.
- (viii) To regulate its own procedures, to create, nominate and appoint committees to administer specific areas of responsibility as the needs arise and with such powers not inconsistent with the aforementioned objects as may be deemed desirable and to withdraw such powers when deemed necessary.
- (ix) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. **Provided** that no members of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
- (x) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association. **Provided** that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 3 of these objects.
- (xi) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.
- (xii) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. **Provided** that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (xiii) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think is desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (xiv) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (xv) To establish and support or aid in the establishment and support of associations,



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institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (xvi) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute, to subsidise or otherwise assist and take part in the construction improvements, maintenances, development, working, management, carrying out, alteration or control thereof.
- (xvii) To invest and deal with the money of the Association not immediately required in such manner as the committee thinks fit.
- (xviii) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities.
- (xix) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xx) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (xxi) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (xxii) To take any gift of property whether subject to special trust or not for any one or more of the objects of the Association but subject always to proviso in paragraph (xii) of this clause 2.
- (xxiii) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (xxiv) To print and publish any newspapers, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.
- (xxv) To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the Companies, institutions, societies or associations with which the Association is authorised to amalgamate.



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(xxvi) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which the Association is authorised to amalgamate.

(xxvii) To make donations for patriotic or charitable purposes.

(xxviii) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act.

3. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Statement of Objects, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association **provided** that nothing herein contained shall preclude or prevent the payment of honorariums (to be set at the Annual General Meeting) to the Secretary and/or Treasurer and provided further that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Rules on money borrowed from any members of the Association or reasonable and proper rent for premises demised or let by any member of the Association but so that no member of the Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
4. If upon the winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be held in trust by the NSW Basketball Association Limited until a new body in that area is reformed to take over the functions of the previous Association.
5. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members.



NEW SOUTH WALES

ASSOCIATIONS INCORPORATION ACT, 1984

RULES

of

TAMWORTH BASKETBALL ASSOCIATION INCORPORATED

1. In these rules:

"**the Act**" means the Associations Incorporation Act, 1984.

"**the Regulation**" means the Associations Incorporation Regulation, 1985.

"**the Association**" means the Tamworth Basketball Association Incorporated.

"**the unincorporated Association**" means the unincorporated body known as the Tamworth Basketball Association Incorporated whose funds and other assets and liabilities the Association is authorised to take over by clause 2(a)(iv) of the Statement of Objects.

"**Committee**" means the Board of Directors or Board of Management.

"**the seal**" means the common seal of the Association.

"**Secretary**" means any person appointed to perform the duties of a Secretary of the Association and includes an honorary Secretary

"**State**" means the State of New South Wales.

"**Basketball Association**" means Associations duly incorporated pursuant to the Code, the Association's Incorporation Act, 1984 or pursuant to statutes relating to co-operatives and which have objects relating to the control promotion integration and fostering of participation and development of basketball in the State and which have objects consistent with those contained in the Statement of Objects of the Association.

"**Life Member**" means a person elected to membership in accordance with Rule 3.3.

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretations Act, 1897 as in force at the date at which these rules become binding on the Association.

2. The Association is established for the purposes set out in the Statement of Objects.



3. **MEMBERSHIP**

3.1 **Categories of Members**

A person is qualified to be a member of the Association if, but only if:

- (a) the person is a person referred to in Section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act, or
- (b) the person is a natural person who
 - (i) has made application for membership of the Association as provided by rule 3.2 and
 - (ii) has been approved for membership of Association by the committee of the Association or
- (c) Basketball Associations admitted to membership in accordance with these rules or
- (d) Life members admitted to membership in accordance with these rules.

3.2 **Admission of Members**

- (a) An applicant for membership shall complete, duly execute and deliver to the Secretary an application for membership (hereinafter called "Application for Membership") in the following form:

"To the Secretary
Tamworth Basketball Association incorporated
Lot 3 Jack Smyth Drive
PO Box 5023
SOUTH TAMWORTH 2340

- 1. Tamworth Basketball Association Incorporated an Association duly incorporated pursuant to the Associations Incorporation Act, 1984.
- 2. *I/we hereby apply to become *a member/members of the Tamworth Basketball Association Incorporated and if accepted for membership *I/we agree to be bound by the Statement of Objects and Rules and Regulations of the said Association.

Dated:

*Signature of Applicant"

*Signed for and on behalf of

(*Delete which ever is not applicable.)

- (b) The Committee shall, at its next meeting after receipt of any Applications for Membership, consider and determine upon the Application for Membership submitted by



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applicants in accordance with these Rules. In no case shall the Committee be required to give reason for the rejection of an applicant.

- (c) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his registration fee and annual subscription. Upon payment of his registration fee and annual subscription the applicant shall become a member of the Association, **provided** nevertheless that if such payment be not made within two (2) calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Association and **provided further** that such membership shall only continue for a period of 12 months following payment aforesaid.

3.3 Election of Life Members

Life members may be elected at each annual general meeting of the Association on the following basis:-

- (a) Life membership shall be restricted to those who have contributed to the control, promotion, integration, or fostering of participation and development of basketball by their participation in the activities of the Tamworth Basketball Association Incorporated or in the activities of the association for a total period of ten (10) years and who are nominated by a member for election at an annual general meeting of the Association.
- (b) Names of nominees for life membership shall be submitted to the Secretary at least seven (7) days prior to the annual general meeting at which such nominees are to be proposed for election as life members.
- (c) Nominees for election as life members to be elected must obtain the votes of at least three-fourths of those members attending and eligible to vote.
- (d) Not more than two life members shall be elected at any one annual general meeting.
- (e) A history of the service of each nominee for election as a life member shall accompany his application.
- (f) Life members shall be awarded a badge of a design to be approved.
- (g) Life members shall be entitled to attend and to vote at all general meetings of the Association.

3.4 Disciplining of Members

The Committee shall have power by resolution to censure, fine, suspend or expel a member from the Association if such member shall

- (a) willfully refuse or neglect to comply with the provisions of the Statement of Objects or the rules of the Association or;
- (b) be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests, image or welfare of the Association or;



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- (c) make public statements which in the opinion of the Committee are damaging to the reputation of the Association or its Committee or;
- (d) in the case of Basketball Association members amend, alter or otherwise change its constitution in such manner as to conflict with the Statement of Objects and Rules and regulations or resolutions of the Association or;
- (e) fail to pay to the Association any moneys due by the member to the Association after due notice has been given or;
- (f) in the case of Basketball Association Members fails to discipline any of its members who in the opinion of the Association have engaged in any conduct unbecoming of a member of such organisations or prejudicial to the interest, image and welfare of the Association or makes public statements which in the opinion of the Committee to the reputation of the Association or;
- (g) in the case of Basketball Association Members wilfully refuses or neglects to register with the N.S.W. Basketball Association Limited (or any successor taking over the functions, funds and assets and liabilities of the N.S.W. Basketball Association Limited) all of the members of such Basketball Association or;

PROVIDED THAT at least one week before the meeting of the Committee at which such a resolution has passed the member shall have notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

3.5 Cessation of Membership

A member shall cease to be a member of the Association and his name shall be deleted from the Register of Members if the member:

- (a) dies
- (b) resigns as a member by notice in writing to the Association
- (c) is expelled from the Association in accordance with Article 3.4 above
- (d) annual renewal fees have not been paid

3.6 Fees subscriptions etc.

The registration fee and annual subscription payable by members of the Association shall be such amount as the Association in general meeting shall from time to time prescribe.

3.7 Member's Liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 3.6.



3.8 Member's Register

The Public Officer shall establish and maintain a register of members of the Association specifying the name and address of each and every member of the Association.

3.9 Resolution of Internal Disputes

- (a) Disputes between Members (in their capacity as members) of the Association, and disputes between Members and the Association, are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

GENERAL MEETINGS

4. An **Annual General Meeting** of the Association shall be held in accordance with the provisions of the Act and the Regulation. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
5. Any member of the Committee may whenever he thinks fit convene an extraordinary general meeting. An extraordinary general meeting shall be convened on such requisition or in default may be convened by members having not less than five (5%) percent of the total voting rights of all members having at that date a right to vote at general meetings.
6. Subject to the provisions of the Act and the Regulation relating to special resolutions and agreements for shorter notice, fourteen (14) days notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
7. For the purposes of Rule 6 all business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an Annual General Meeting, with the exception of the following:
 - (a) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act
 - (b) receipt and consideration of reports of the Committee relating to the activities of the Association during the preceding twelve months
 - (c) election of officers and other members of the Committee in the place of those retiring
 - (d) appointment of the Auditors, if necessary.



PROCEEDINGS AT GENERAL MEETING

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided **five (5) members present in person shall be a quorum**. For the purpose of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

9. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

10. The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be the Chairman of the meeting.

11. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned by thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

12. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the show of hands) demanded:
 - (a) by the Chairman, or
 - (b) by any member present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

13. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

14. When a poll is conducted each member (including a life member), who is present in person or by proxy, shall be entitled to one vote.

15. Notwithstanding anything hereinbefore contained or implied voting on the election of office bearers and other members of the Committee shall always be by secret ballot and the candidates



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receiving the greatest number of votes having regard to the number of positions available shall be elected.

16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
17. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or by other duly authorised representative shall have the voting entitlements referred to in Rule 14 above.
18. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate and any such Committee, trustee or other person may vote by proxy or attorney.
19. No member shall be entitled to vote at any general meeting if his annual subscription shall be in arrears at the date of the meeting.
20. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand or an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he thinks fit.
21. The instrument appointing a proxy may be in the following form or in a common or usual form.

PROXY

I, of being a member of the Tamworth Basketball Association Incorporated hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (*Annual/Extraordinary), as the case may be, General Meeting of the Association to be held on the day of 20..... and at any adjournment thereof. My proxy is hereby authorised to vote *in favour of/against the following resolutions:

Signed this day of 20..... .

..... (Signature)

NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy, may vote as he thinks fit.
(* Delete whichever is not desired.)

22. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be given to the Secretary **not less than twenty four hours before the time for holding the meeting** or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.



23. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed. If no intimation, in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE (INCLUDING OFFICE-BEARERS)

24. The office-bearers of the Association shall consist of a President, a Vice-President, a Treasurer and a Secretary, all of whom shall be members of the Association.
25. The Committee shall consist of the **office-bearers and not less than one (1) and not more than four (4) other members** of the Association all of whom shall be elected at the Annual General Meeting.
26. At the first Annual General Meeting of the Association and at the Annual General Meeting of the Association in each year thereafter the office-bearers and other members of the Committee shall be elected from among the members and such office-bearers and other members of the Committee shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
27. The election of office-bearers and other members of the Committee shall take place in the following manner:
- (a) Any one member of the Association shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Committee.
 - (b) The **nomination**, which shall be in writing and signed by the member and his proposer shall be lodged with the Secretary **at least seven (7) days before the Annual General Meeting** at which the election is to take place.
 - (c) A **list of the candidates' names** in alphabetical order with the proposers' names shall be posted in a conspicuous place in the registered office of the Association for **at least five (5) days immediately preceding the Annual General Meeting**.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In the case there shall not be sufficient number of candidates nominated the Committee may fill up the remaining vacancy or vacancies.
28. The Association may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Committee.
29. The Committee shall have power at any time, and from time to time, to appoint any member to the Committee either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with these rules.



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Any office-bearer or other member of the Committee so appointed shall hold office only until the next following Annual General Meeting.

30. The Association may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
31. The office of a member of the Committee shall become vacant if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Companies (New South Wales) Code;
 - (c) 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;
 - (d) resigns his office by notice in writing to the Association;
 - (e) for more than two months is absent without permission of the Committee from meetings of the Committee held during that period;
 - (f) holds any office of profit under the Association;
 - (g) ceases to be a member of the Association; or
 - (h) is directly or indirectly interested in any contract or proposed contract with the Association.

Provided always that nothing in this paragraph shall affect the operation of clause 3 of the Statement of Objects of the Association.

POWERS AND DUTIES OF THE COMMITTEE

32. The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these rules, required to be exercised by the Association in general meeting, subject nevertheless, to any of these rules to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Rules or provisions, as may be prescribed by the Association in general meeting; provided that any rule, regulation or by-law of the Association made by the Committee may be disallowed by the Association in general meeting and provided further that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
33. The Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
34. For the purpose of clause 3 of the Statement of Objects the rate of interest payable in respect of



money lent by members to the Association shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determines.
36. The Committee shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of names of members of the Committee present at all meetings of the Association and of the Committee; and
 - (c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE COMMITTEE

37. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
38. Subject to these Rules questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
39. The **quorum** necessary for the transaction of the business of the Committee **shall be a majority of the total Committee** as provided in Rule 25 or such greater number as may be fixed by the Committee. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of the Committee (being not less than three (3)) shall be a quorum.
40. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
41. The President shall preside as Chairman at every meeting of the Committee or if there is no President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-president is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.



42. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Directors of the Association by the Act or the general law) to one or more sub-committees consisting of such member or members of the Association as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have the power to co-opt any member or members of the Association and all members of such sub-committees shall have one vote.
43. The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.
44. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman of shall have a second or casting vote.
45. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the member of the Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Committee.
46. A resolution in writing signed by all members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

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

TREASURER



48. 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.

SEAL

49. (a) The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the committee or by some other person appointed by the Committee for that purpose.
- (b) If the Committee does not make provision for the safe custody of the seal in accordance with Rule 49(a) then it shall be kept in the custody of the Public Officer.

CUSTODY OF BOOKS

50. Except as otherwise provided by these rules, 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 AND RECORDS

51. 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.

ACCOUNTS

52. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet provided however that the Committee shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to date not more than five months before the date of the meeting.

NOTICE

53. (a) Any notice required by law or by or under these Rules to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.



- (b) Notwithstanding anything herein contained, notices in respect of the Annual General Meeting and Special General Meetings shall be deemed to be given if such notice is given in a newspaper circulated in the City of Tamworth **prior to 14 days of the date of the meeting.**
- (c) No notice of general meetings of the Committee shall be required to be given.

WINDING UP

54. The provisions of clause 4 of the Statements of Objects relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Rules.

INDEMNITY

55. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

FUNDS SOURCE

56. (a) The funds of the Association shall be derived from the registration 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.
- (b) 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.
- (c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

INSURANCE

57. (a) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (b) In addition to the insurance required under clause (1) the Association may effect and maintain other insurance.

FUNDS - MANAGEMENT

58. 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.



ALTERATION OF OBJECTS AND RULES

59. The Statement of Objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.

DATED: 20th NOVEMBER 2000 - as amended at the Special General Meeting

SIGNATURE:**Kerry McMahon (Secretary & Public Officer)**

