



**SASSPA**

**School Administrative  
and Support Staff  
Professional Association**

# **CONSTITUTION AND RULES**

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# CONSTITUTION AND RULES

## 1. NAME

The name of the Association shall be:

"SCHOOL ADMINISTRATIVE & SUPPORT STAFF PROFESSIONAL ASSOCIATION (NSW) INCORPORATED."

## 2. PURPOSE STATEMENT

SASSPA exists as a non-industrial, non-political organisation to support Administrative and Support Staff and to contribute professionally to quality education for the students of New South Wales.

## 3. OBJECTIVES

The objectives of the Association shall be to support school administration leaders and aspiring leaders to:

- (a) build capabilities through collaboration and engagement to achieve excellence in organisational practice;
- (b) develop leaders who can recognise, promote and build leadership capacity in self and others;
- (c) foster an understanding of the whole school dynamics to achieve best student outcome;
- (d) build a culture of collaboration and engagement with key stakeholders within the Department of Education;
- (e) provide opportunities for members through networking;
- (f) promote co-operation between and undertake liaison with organisations of similar interests;
- (g) be an advocate of change; and
- (h) develop a community of life-long learners.

## 4. NOT FOR PROFIT

The Association

must exercise its powers only for its objectives. The Association must apply its assets and income solely for those objectives. The Association must not distribute any part of its assets and income directly or indirectly to any Member. The Association may pay a Member bona fide compensation for services rendered and may reimburse a Member for any expense incurred on behalf of the Association.

## 5. INTERPRETATION

- (a) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

**"ordinary member"** means a member of the association as referred to in sub-rule

6(b)(i);

**"school member"** means a government or non-government school as referred to in sub-rule 6(b)(ii);

**"corporate"** means non-teaching staff employed in corporate as referred to in sub-rule 6(b)(iii).

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

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

**"the Regulation"** means the Associations Incorporation Regulation, 2010; and

**"special interest group"** shall refer to a group of members with a common interest.

- (b) Headings and marginal notes are for convenience only, and do not affect interpretation.
- (c) The following rules also apply in interpreting these rules, except where the context makes it clear that a rule is not intended to apply:
  - (i) A reference to legislation (including subordinate legislation) is to that legislation as modified in relation to the association, amended, re-enacted or replaced, and includes any subordinate legislation issued under it.
  - (ii) A reference to a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.
  - (iii) A reference to a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person.
  - (iv) A reference to anything (including a right, obligation or concept) includes each part of it.
  - (v) A singular word includes the plural, and vice versa.
  - (vi) A word which suggests one gender includes the other genders.
  - (vii) If a word is defined, another part of speech has a corresponding meaning.
  - (viii) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
  - (ix) The word agreement includes an undertaking or other binding arrangement or understanding, whether or not in writing.
  - (x) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
  - (xi) A reference to a power is also a reference to authority or discretion.
  - (xii) A reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form.
  - (xiii) A word other than a word defined in sub-rule 5(a) which is defined by the Act has the same meaning in these rules where it relates to the same matters as the matters for which it is defined in the Act.
  - (xiv) A reference to a Part, Division, or section is a reference to a Part, Division or section of the Act.

## 6. MEMBERSHIP & QUALIFICATIONS

- (a) **Membership:** Membership is open to a person working in an administrative or non-teaching position in all schools within New South Wales and to any school within New South Wales covering all persons working in administrative or non-teaching positions.
- (b) There are the following categories of membership:
  - (i) *Ordinary membership:* for administrative and non-teaching staff employed by the New South Wales Department of Education or its successor and administrative staff in non-government schools.
  - (ii) *School Membership:* for government and non-government schools will entitle administrative and non-teaching staff from the member school to attend SASSPA events at the members' discounted rate.
  - (iii) *Corporate membership:* will entitle non-teaching staff employed in corporate offices of the Department of Education or its successor to attend SASSPA events at the members' discounted rate.
  - (iv) *Life membership* as determined by the Committee.

- (c) **Membership Qualifications:** A person is qualified to be a member of the association if, but only if:
  - (i) the person is a person referred to in section 15 (1)(a), (b) or (c) of the Associations Incorporation Act 1984 and has not ceased to be a member of the association at any time after incorporation of the association; or
  - (ii) the person is a natural person who is working in an administrative or non-teaching position in any school within New South Wales:
    - (a) has applied for membership of the association as provided by rule 7; and
    - (b) has been approved for membership of the association by the committee of the association.
- (d) Ordinary membership and life membership each carry full voting rights.
- (e) School membership does not carry voting rights or eligibility to be on the State Committee.
- (f) Corporate membership does not carry voting rights or eligibility to be on the State Committee.
- (g) Life membership: a life member is entitled to all the privileges of membership without payment of further Membership Fees.

## 7. **APPLICATION FOR MEMBERSHIP**

- (a) An application by a person or school for membership of the association:
  - (i) shall be made in writing in such form as the committee may require; and
  - (ii) shall be lodged with the secretary or treasurer of the association prior to March 1.
- (b) Upon receiving an application for membership with the sum payable by the applicant as entrance fee (if any) and annual membership fee, the secretary or treasurer shall as soon as practicable after receiving the application refer the application to the committee which shall determine whether to approve or to reject the application.
- (c) The committee may in its absolute discretion accept an application for membership for the current calendar year received after March 1 and may impose conditions for late acceptance.
- (d) Where the committee determines to approve an application for membership, the secretary or treasurer shall as soon as practicable after that determination:
  - (i) notify the applicant of that approval; and
  - (ii) enter the applicant's name in the register of members as a member, and, upon the name being so entered, the applicant becomes a member of the association.
- (e) Where the committee determines not to approve an application for membership (which it may do in its absolute discretion), the secretary or treasurer shall as soon as practicable after that determination:
  - (i) notify the applicant of that disapproval; and
  - (ii) Immediately repay to the applicant any amount paid to the association as entrance fee (if any) or annual membership fee.
- (f) If the secretary or treasurer refers an application for membership to the committee for approval and the committee has within 6 months of that referral neither approved nor disapproved the application, the committee is taken to have disapproved the application and the secretary or treasurer must then comply with sub-rule 7(e) as if the committee had disapproved the application.

## 8. **CESSATION OF MEMBERSHIP**

- (a) A person ceases to be a member of the association if the person:
  - (i) dies;
  - (ii) resigns that membership in accordance with rule 10;
  - (iii) is expelled from the association; or

- (iv) does not pay any amount payable by the member to the association in respect of the member's membership, such as entrance fee (if any) or annual membership fee, by March 1.
- (b) Where a member of the association ceases to be a member of the association, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.
- (c) A school ceases to be a member of the association if the school does not pay any amount payable to the association in respect of membership fees, by March 1.

9. **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which 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.

10. **RESIGNATION OF MEMBERSHIP**

- (a) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the association who has paid all amounts payable by the member to that association in respect of the member's membership may resign from the 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.

11. **REGISTER OF MEMBERS**

- (a) The treasurer of the association shall establish and maintain a register of members of the association specifying the name and address of each person or school who is a member of the association together with the date on which the person or school became a member.
- (b) 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.
- (c) Except as permitted by the committee, a member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a notice in respect of a meeting of the association
- (d) The committee may authorise the use of the register of members for distribution to members of material relating to the association such as a newsletter or of communications from a commercial sponsor of any activity of the association.

12. **FEES, SUBSCRIPTIONS, ETC.**

- (a) The annual membership fee is for the calendar year starting on January 1 each year.
- (b) An applicant for membership of the association shall pay to the association as entrance fee (if any) and annual membership fee for the current calendar year a fee determined by the Committee.
- (c) A member of the association shall pay to the association before March 1 in each calendar year an annual membership fee as determined by the committee.
- (d) Where a person applies for membership and pays the entrance fee (if any) and annual membership fee on or after October 1 he or she shall on acceptance of the application be deemed to be financial for, and shall be exempt from payment of an annual membership fee for, the following calendar year starting on January 1 (and, subject to sub-rule 7(c), not for the current calendar year ending on December 31).

- (e) The committee may determine different entrance fees and subscriptions for applicants for membership and members wishing to receive different levels of benefits from the association, for example, a school subscription entitling the member and colleagues employed at the same school and nominated by the member to attend seminars or conferences at member rates, or an individual subscription entitling only the member to attend seminars or conferences at member rates.
- (f) No subscription or membership fee is payable by a life member of the association.

13. **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 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 rule 12.

14. **RESOLUTION OF INTERNAL DISPUTES**

Subject to rules 15 and 16, disputes between members (in their capacity as members) of the association, and disputes between members and the association, shall be referred to the committee in writing and the parties to the dispute and the committee shall for 21 days attempt to resolve the dispute by agreement. If not resolved within 21 days, a dispute shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act, 1983.

15. **DISCIPLINING OF MEMBERS**

- (a) Where the committee is of the opinion that a member of the association:
  - (i) has refused or neglected to comply with a provision or provisions of these rules; or
  - (ii) has wilfully acted in a manner prejudicial to the interests of the association; or
  - (iii) has brought the association into disrepute, the committee may, by resolution:
    - (i) propose to expel the member from the association; or
    - (ii) propose to suspend the member from membership of the association for a specified period.
- (b) A member is not entitled to treat the committee passing a resolution under sub-rule 15(a) or any matter related to that resolution or its subject matter as a dispute to be dealt with under rule 14.
- (c) Where the committee passes a resolution under sub-rule 15(a) the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (i) setting out the resolution of the committee and the grounds on which it is based;
  - (ii) 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 the service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member that the member may do either or both of the following:
    - (A) attend and speak at that meeting;
    - (B) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) At a meeting of the committee held as referred to in sub-rule 15(b), the committee shall:
  - (i) give to the member an opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
  - (iii) by resolution determine whether to confirm or to not to confirm the proposed suspension or expulsion.

- (e) Where the committee confirms a resolution under sub-rule 15(d), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's rights of appeal under rule 16.
- (f) A resolution confirmed by the committee under sub-rule 15(d) does not take effect:
  - (i) 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 the period; or
  - (ii) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 16(d).

**16. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- (a) A member may appeal to the association in general meeting against a resolution of the committee within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- (b) Upon receipt of a notice from a member under sub-rule 16(a), 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.
- (c) At a general meeting of the association convened under sub-rule 16(b):
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the committee and the members shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (d) If at the general meeting the association passes a resolution in favour of the confirmation of the resolution of the committee, the resolution is confirmed, and if at the general meeting a resolution to confirm the resolution of the committee is put and is not carried, the resolution of the committee is revoked.

**17. POWERS OF THE COMMITTEE**

The committee is the committee of management of the association and, subject to the Act, the Regulation and these rules:

- (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 these rules 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.

**18. CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE**

- (a) The committee shall consist of the office bearers of the association and five (5) ordinary committee members.
- (b) The office bearers of the association shall be:
  - (i) the chairperson;
  - (ii) the vice-chairperson;
  - (iii) the treasurer; and
  - (iv) the secretary.
- (c) The committee of management including office bearers total nine (9) members each of whom shall be elected at the annual general meeting of the association pursuant to rule 19.

- (d) Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election provided that:
  - (i) Except as provided in this sub-rule 18(d), the office bearers of the association may not hold the same office for a period of more than 3 years consecutively.
  - (ii) For the purposes of sub-rule 18(d)(i) above, office bearers appointed to a casual vacancy under sub-rule 18(e) below, shall not have the 3 year period commence until they face re-election for the first time.
  - (iii) If no nomination is received under sub-rule 19(a)(ii) for an office bearer position, an office bearer who has held the same office for a period of more than 3 years consecutively may be nominated for that office at the annual general meeting.
  - (iv) If a casual vacancy is deemed to occur to an office bearer position at an annual general meeting, a person who held the same office for a period of more than 3 years consecutively up until that annual general meeting is eligible for appointment to fill that position.
  - (v) If no annual general meeting is held within the time limited by these rules or the Act, the current office bearers and committee members continue in office until an election of committee and office bearers is held.
  - (vi) If an annual general meeting is held but an election of committee and office bearers is not held, the current office bearers and committee members continue in office until an election of committee and office bearers is held.
- (e) In the event of a casual vacancy occurring to the office bearers or in the membership of the committee, the committee may appoint a member of the association (including an office bearer or member of the committee, in which case there is a casual vacancy in the former position of the appointee) to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment. If the remaining members of the committee are insufficient to form a quorum a majority of them may nonetheless exercise this power to fill a vacancy.

**19. ELECTION OF COMMITTEE & OFFICE BEARERS**

- (a) Nominations of candidates for election as office bearers of the association or as ordinary members of the committee:
  - (i) shall be made in writing, signed by 2 members of the association and accompanied by written consent of the candidate and school principal (which may be endorsed on the form of nomination); and
  - (ii) shall be delivered to the secretary of the association not less than 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - (iii) candidates may nominate for a specific position, being Chairperson, Vice Chairperson, Secretary or Treasurer, or for one of the remaining Committee Member positions. Candidates can nominate for more than one position.
  - (iv) at the time of the elections nominees for the position of chairperson shall have been an office bearer or committee member of the association for the preceding 12 months except in the case of elections held at the first annual general meeting after the formation of the association.
  - (v) consistent with the purpose of the Association, no member who is an industrial association delegate and/or member of an industrial association working party is eligible for election as an office bearer or committee member of the Association.

- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (d) 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.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) If a ballot is required it shall be held for the position of Chairperson first, followed by Vice Chairperson, Secretary, Treasurer, then for the remaining committee members. If a candidate has nominated for more than one position, they can contest each of those ballots. The ballot is to be conducted on the "first past the post" basis.
- (g) Election of the committee and office bearers shall be by members present and voting at the annual general meeting.

20. **SECRETARY**

- (a) 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.
- (b) It is the duty of the secretary to record:
  - (i) all appointments of office bearers and members of the committee; and
  - (ii) the names of members of the committee present at a committee meeting.

21. **MINUTES**

- (a) It is the duty of the secretary to see that minutes are kept of all proceedings at committee meetings and general meetings.
- (b) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. **TREASURER**

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.

23. **THE CHAIRPERSON**

The chairperson shall act as spokesperson for the organisation.

24. **PUBLIC OFFICER**

The committee must appoint a public officer who may be a member of the committee, a member of the association or some other person. The committee may remove the public officer. The public officer must provide information to the Director-General as required by the Act and must receive notices for the association.

25. **CASUAL VACANCIES**

For the purpose of these rules, 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 Corporations Act 2001 (Commonwealth);
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 26;
- (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;
- (g) holds an office of profit in the association; or
- (h) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

26. **REMOVAL OF COMMITTEE MEMBER**

- (a) The association in a general meeting may by resolution remove any member of the committee (including an office bearer) from the office of committee member before the expiration of the committee 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 committee member so removed.
- (b) Where a member of the committee to whom a proposed resolution referred to in sub-rule 26(a) relates makes representations in writing to the secretary or chairperson (prior to the notices of general meeting being sent to members) and requests that the representations be notified to the members of the association, the secretary or the chairperson may send a copy of the representation to each member of the association or, if the representations 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.

27. **COMMITTEE MEETINGS AND QUORUM**

- (a) The committee shall meet at least 3 times in each period of 12 months in such a manner and at such place and time as the committee may determine including by teleconference.
- (b) Additional meetings of the committee may be convened by the chairperson or by any member of the committee.
- (c) 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.
- (d) Notice of a meeting given under sub-rule 27(c) 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.
- (e) Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) Subject to sub-rule 18(e), no business shall be transacted by the committee unless a quorum is present.
- (g) At a meeting of the committee:
  - (i) chairperson or, in the chairperson's absence, the vice-chairperson shall preside; or
  - (ii) if the chairperson or vice-chairperson 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.
- (h) A committee meeting may be held at 2 or more venues using any technology that gives each of the committee members a reasonable opportunity to participate.

- (i) If all the committee members entitled to receive notice of a committee meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a committee resolution in those terms is passed at the time when the last committee member signs.
- (j) For the purpose of sub-rule 27(i):
  - (i) two or more separate documents in identical terms, each of which is signed by one or more committee members, are treated as one document; and
  - (ii) a facsimile or electronic message containing the text of the document expressed to have been signed by a committee that is sent to the association is a document signed by that committee member at the time of its receipt by the association.

28. **DELEGATION BY COMMITTEE TO SUB COMMITTEE**

- (a) 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.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions of 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.
- (d) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

29. **VOTING AND DECISIONS**

- (a) 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.
- (b) 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.
- (c) Subject to sub-rule 27(e), the committee may act notwithstanding any vacancy on the committee.
- (d) 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.

30. **CONFIDENTIALITY**

- (a) Proceedings of the committee are confidential and a committee member must not disclose or use information obtained as a committee member except as permitted by the Act or these rules or as determined by the committee.

- (b) Proceedings of a sub- committee are confidential and a member of a sub-committee must not disclose or use information obtained as a member of a sub-committee except as permitted by the Act or these rules or as determined by the committee.

**31. DISCLOSURE OF INTERESTS**

- (a) A committee member must comply with section 31 of the Act concerning disclosure of interests.
- (b) A committee member has a disclosable interest if they have a direct or indirect interest in a matter being considered or about to be considered at a committee meeting and that interest appears to raise a conflict with the proper performance of the committee member’s duties in relation to the consideration of the matter,
- (c) A committee member must, as soon as possible after the relevant facts have come to the committee member’s knowledge, disclose the nature of a disclosable interest at a committee meeting.
- (d) Subject to sub-rule 31(e), a committee member who has a disclosable interest in any matter must not:
  - (i) be present during any deliberation of the committee with respect to the matter, or
  - (ii) take part in any decision of the committee with respect to the matter.
- (e) After a committee member has disclosed a disclosable interest, the committee (excluding any committee member with a disclosable interest in the matter) may determine that the committee member who has disclosed the disclosable interest may:
  - (i) be present during any deliberation of the committee with respect to the matter, or
  - (ii) take part in any decision of the committee with respect to the matter.
- (f) Sub-rules 31(b) to 31(e) inclusive apply in the same way to a member of a subcommittee and to the deliberations of the sub-committee. A sub-committee member must also as soon as possible disclose the nature of a disclosable interest to the committee.

**32. ANNUAL GENERAL MEETINGS – HOLDING OF**

- (a) The association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (b) Sub-rule 32(a) has effect subject to any extension or permission granted by the Director General or prescribed by the Regulation.

**33. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- (a) The annual general meeting of the association shall, subject to the Act and to rule 32, be convened at such place and at time as the committee thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting, shall be:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the committee reports upon the activities of the association during the last preceding financial year;
  - (iii) to elect office bearers of the association and ordinary members of the committee; and
  - (iv) to receive and consider any financial statement or report which is required to be submitted to members under the Act.
- (c) An annual general meeting shall be specified as such in the notice convening it.

34. **SPECIAL GENERAL MEETINGS – CALLING OF**
- (a) The committee may, whenever it thinks fit, convene a special general meeting of the association.
  - (b) The committee shall, on the requisition in writing of not fewer than thirty (30) members, convene a special general meeting of the association.
  - (c) A requisition of members for a special general meeting:
    - (i) shall state the purpose or purposes of the meeting;
    - (ii) shall be signed by the members making the requisitions;
    - (iii) shall be lodged with the secretary; and
    - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - (d) If the committee fails to convene a special general meeting to be held within 2 months 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.
  - (e) A special general meeting convened by a member or members as referred to in sub-rule 34(d) shall be convened as nearly as 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 reasonable expenses so incurred.

35. **NOTICE OF MEETINGS OF MEMBERS**
- (a) 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 to be sent by email to each member at the member's email address appearing in the register of members, or for a member with no email address appearing in the register or to whom sending by email is impractical, by prepaid post to that member at the member's postal address appearing in the register, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
  - (b) 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 matter providing in sub-rule 35(a) specifying, in addition to the matter required under sub-rule 35(a), the intention to propose the resolution as a special resolution.
  - (c) 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 sub-rule 33(b).
  - (d) 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.

36. **PROCEDURE AT MEETINGS OF MEMBERS**
- (a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote, is present during the time the meeting is considering that item.
  - (b) Six members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
  - (c) If, within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall be dissolved.

37. **PRESIDING MEMBER**

- (a) The chairperson or, in the chairperson's absence, the vice-chairperson, shall preside as chairperson at each general meeting of the association.
- (b) If the chairperson and the vice-chairperson 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.

38. **ADJOURNMENT**

- (a) 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.
- (b) Where a general meeting is adjourned for fourteen (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.
- (c) Except as provided in sub-rules 38(a) and 38(b), 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.

39. **MAKING OF DECISIONS**

- (a) 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.
- (b) At a general meeting of the association, or pursuant to sub-rule 39(a) above, a poll may be demanded by the chairperson or by not less than 3 members present in person at the meeting.
- (c) Where a poll is demanded at a general meeting the poll shall be taken by secret ballot and shall be taken:
  - (i) 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
  - (ii) in any 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 resolution of the meeting on the matter.

40. **SPECIAL RESOLUTION**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

41. **VOTING**

- (a) Upon any question arising at a general meeting of the association a member is entitled to one vote.
- (b) All votes shall be given personally. Members are not entitled to vote by proxy at general meetings.
- (c) 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.

- (d) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

42. **POSTAL BALLOTS**

A special resolution to amend the constitution may, if the committee so determines, be voted on by means of a postal ballot conducted in accordance with the regulation.

43. **FUNDS – SOURCE**

- (a) The funds of the association shall be derived from entrance fees and annual membership fees of members, donations and 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 possible after receiving any money, issue an appropriate receipt.

44. **FUNDS – MANAGEMENT**

- (a) The funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines and in accordance with rule 4.
- (b) All cheques shall be signed by any 2 members of the committee.
- (c) The Treasurer shall once every twelve (12) months cause the financial records of the Association to be audited by a qualified financial auditor and audited prior to each Annual General Meeting.

45. **ALTERATION OF RULES**

These rules may be altered, rescinded or added to only by a resolution passed by the association as a special resolution.

46. **AUTHORISED SIGNATORIES**

- (a) The public officer of the association is an authorised signatory for the association.
- (b) The committee may from time to time appoint additional authorised signatories for the association from among those members of the committee that are ordinarily resident in Australia.
- (c) The committee may at any time revoke the appointment of an authorised signatory for the association.

47. **CUSTODY OF BOOKS, ETC**

Except as otherwise provided by these rules, a person designated by the committee (or if no person is designate, 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.

48. **INSPECTION OF BOOKS, ETC.**

- (a) Subject to sub-rule 48(b), 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 at the offices of the association but if the association has no offices, then at the residence of the public officer or at a suitable venue as directed by the Committee.
- (b) However the committee may refuse to permit a member to inspect or copy, or may require a member to sign a confidentiality undertaking before inspecting or copying, minutes of a committee meeting or a record that relates to confidential matters, is personal information

or may be subject to legal professional privilege, or where inspection or copying may be prejudicial to the interests of the association.

49. **FINANCIAL YEAR**

The financial year of the association is:

- (a) each period of 12 months commencing on 1 July and ending on the following 30 June; or
- (b) such other period as may be determined by the committee.

50. **FINANCIAL STATEMENTS**

- (a) As soon as practicable after the end of each financial year, the committee must cause financial statements for that year to be prepared, in accordance with the Act, in relation to the association's financial affairs.
- (b) At each annual general meeting of the association, the committee must cause the association's financial statements for the previous financial year to be submitted to the meeting.

51. **SERVICE OF NOTICES**

- (a) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post to the member at the member's address shown in this register of members or by sending it by email to the member at the member's email address appearing in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person on the next business day following posting.
- (c) Where a document is sent to a person by email attaching the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person on the date it was sent.

52. **SURPLUS PROPERTY**

- (a) If upon 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 (subject to the Act) shall be given or transferred to some other institution or institution having objects similar to the objects of the association, and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on a company under or by virtue of Section 53(2) of the Act.
- (b) The incorporated association so nominated shall be one of which fulfils the requirements specified in section 53(20) (a)-(c) of the Act.

53. **PAYMENT ETC. OF OFFICE BEARERS AND COMMITTEE MEMBERS**

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 repayment of out-of-pocket expenses.

54. **INDEMNITY OF COMMITTEE MEMBERS**

The association shall indemnify each member of the committee and each member of a subcommittee against any liability incurred in good faith by the person as a member of the committee or sub-committee.

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Constitution adopted August 2015  
(Consultant advisor: Special Counsel, Ashurst)

Amended August 2019