

French-speaking Association of the  
North Shore (FANS)  
ABN 38 756 569 863



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## CONSTITUTION

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Adopted [●] 2025

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## **Part 1 - Preliminary**

### **(1) Definitions and Interpretation**

(1) In this constitution:

**“committee”** means the committee referred to in part 3.

**“Educational Program”** means the French bilingual program at Killarney Heights Public School or any of the classes offered by the association from time-to-time to members or the general public.

**“financial year”** means the year ending 31 December.

**“General Manager”** means the general manager appointed by the committee pursuant to clause 29(3).

**“General Manager delegated authority”** means a delegated authority specifically authorised by clause 29(3).

**“general meeting”** means a general meeting of members convened in accordance with part 4.

**“member”** means a member of the association.

**“office-bearer”** means a person designated in clause 15(1)(a)(i)-(v).

**“ordinary committee member”** means a member of the committee who is not an office-bearer of the association.

**“parents and guardians”** mean persons as defined by the *Family Law Act 1975 (Cth)*.

**“Regulation”** means the *Associations Incorporation Regulation 2022*.

**“secretary”** means the person holding office under this constitution as secretary of the association, or if no such person holds that office, the public officer of the association.

**“special general meeting”** means a general meeting of the association other than an annual general meeting.

**“Terms and Conditions”** means the terms and conditions of the Educational Program then applicable and as may be amended from time to time.

**“the Act”** means the *Associations Incorporation Act 2009 (NSW)*.

(2) In this constitution:

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

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

### **(2) Objects**

The objects of the association are to:

- (a) promote the French language and francophone culture amongst residents of Sydney's North Shore and Northern Beaches, and
- (b) organise and fund the French Educational Program at Killarney Heights Public School in cooperation with the School Principal and the Department of Education of NSW, as well as offering extracurricular courses, activities and workshops in French and related subjects, and

- (c) organise and coordinate cultural events and social activities for its members and the general public.

## **Part 2 - Membership**

### **(3) Membership generally**

- (1) An individual is taken to be a member of the association if:
  - (a) The person was entitled to be a member under subclause 4(1), or
  - (b) the person applied to be a member under subclause 4(2) and the application has been approved, or
  - (c) The person is a member pursuant to subclauses 4(4) or 4(5).
- (2) A person who is not an individual is not eligible to be a member of the association.

### **(4) Membership**

- (1) The parents and guardians of any child or children enrolled in the Educational Program are automatically deemed to be members upon the latter of (a) acceptance of their child or children in the Educational Program in accordance with the Terms and Conditions and (b) payment of the current enrolment fees.
- (2) An application may also be made by any natural person to be a member of the association and must be:
  - (a) made in writing, and
  - (b) in the form determined by the committee, and
  - (c) lodged with the public officer or, if permitted by a delegated authority pursuant to clause 29(3), with the General Manager of the association.
- (3) With respect to applications made pursuant to subclause 4(2):
  - (a) the committee may determine that an application may be made or lodged by email or other electronic means.
  - (b) the public officer must refer any application he or she receives to the committee or, if permitted by a delegated authority pursuant to clause 29(3), the General Manager, as soon as practicable after receiving the application.
  - (c) either the committee, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, must approve or reject the application.
  - (d) as soon as practicable after the committee, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, has decided the application, the General Manager or the public officer, as appropriate, must:
    - (i) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
    - (ii) if the application is approved, inform the applicant that the applicant is required to pay such fees as are required from time-to-time under clause 6 within 28 days of the day the applicant received the notice.
  - (e) the public officer, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, must enter the applicant's name in the register of members as soon as practicable after the applicant pays the fees required, if any, in accordance with subclause (6)(2).
  - (f) the applicant becomes a member once the applicant's name is entered in the

register.

- (4) Membership may also be granted by the committee to whomever for whatever period it determines and on whatever basis it deems fit.
- (5) Members shall include the association's current and past Presidents and Vice-Presidents.

## **(5) Register of members**

- (1) The public officer, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, must establish and maintain a register of members of the association.
- (2) The register:
  - (a) may be in written or electronic form; and
  - (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal or email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member, the date on which the person ceased to be a member, and
  - (c) It must be kept in New South Wales:
    - (i) at the association's main premises, or
    - (ii) if the association has no premises, at the association's official address, and
  - (d) It must be available for inspection, free of charge, by any member of the association at a reasonable time, and
  - (e) If kept in electronic form, must be able to be converted into hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter relating to the association, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **(6) Fees and subscriptions**

- (1) No entrance fee is payable for a member who becomes a member pursuant to subclause 4(1), provided such member has at all times abided by the Terms and Conditions, including, for the sake of clarity, the prompt payment of applicable enrolment fees for their child or children, such requirement of prompt payment to be waived for a period no longer than an academic term at the absolute discretion of the committee, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager.
- (2) The entrance fee to be paid to the association by a person whose application to be a member of the association has been approved pursuant to subclause 4(2) is:
  - (a) \$50, or
  - (b) another amount determined by the committee.

## **(7) Members' liabilities**

- (1) The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 6, including, for the sake of clarity, any amounts owing to the association in connection with the enrolment of such member's child or children:
  - (a) the debts and liabilities of the association,
  - (b) the costs, charges and expenses of the winding up of the association.

Parents and guardians are jointly and severally liable for any such amounts owing with respect to their child or children.

## **(8) Disciplinary action against members**

- (1) A person may make a complaint to the committee that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint to be trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the time the notice is served on the member within which to make submissions to the committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, it is satisfied that:
  - (a) the facts alleged in the complaint have been proved,

- (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends a member, the public officer, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, must, within 7 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the committee for having taken that action.
  - (c) the member's right of appeal under clause 9.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) The day the period within which the member is entitled to exercise such member's right of appeal expires, or
  - (b) If the member exercises their right of appeal within the period, the day the association confirms the resolution under clause 9, and
  - (c) Notwithstanding the above, the committee may, in its absolute discretion, choose a date of expulsion or suspension later than as stipulated above, provided that in no circumstances will such date be later than the last day of the school year in which the expulsion or suspension occurs or the day on which the member ceases to have any child or children enrolled in the Educational Program, whichever is earlier.
- (7) For the sake of clarity, the expulsion or suspension of a member does not per se affect the status of another member who is the parent or guardian of the same child or children of the expelled or suspended member.

## **(9) Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the committee under clause 8 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
  - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.



## **(10) Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
  - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* (NSW) applies to any such dispute referred to arbitration.

## **(11) Membership entitlements not transferable**

- (1) A right, privilege or obligation that a person has because the person is a member of the association:
  - (a) cannot be transferred to another person, and
  - (b) terminates once the person ceases to be a member of the association.

## **(12) Member Resignation**

- (1) A member of the association may resign from membership of the association by giving the public officer, or if permitted by a delegated authority pursuant to clause 29(3), the General Manager, written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the period of notice, provided that any obligations owed by such member pursuant to clause 7, or otherwise, to the association remain obligations until such time as they are paid or otherwise resolved.

## **(13) Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns from being a member, or
  - (c) is expelled from the association, or
  - (d) fails to pay, if applicable, the applicable enrolment fees for their child or children for the Educational Program payable under clause 6(1), or
  - (e) fails to pay, if applicable, the entrance fee payable under subclause 6(2), or
  - (f) no longer has a child or children enrolled in the Educational Program.

## **Part 3 - The committee and General Manager**

### **(14) Functions of the committee**

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (c) has power to do all things that are necessary, prudent, desirable or convenient for the proper management of the affairs of the association.

## **(15) Composition of committee**

- (1) The committee must have between 7 and 9 members, as elected in accordance with subclause 15(1)(a) or appointed as General Manager in accordance with subclause 15(1)(c), consisting of:
  - (a) the following office-bearers:
    - (i) the president,
    - (ii) the vice-president,
    - (iii) the public officer,
    - (iv) the treasurer,
    - (v) the secretary, and
  - (b) at least one ordinary committee member, and
  - (c) the General Manager appointed by the committee as an *ex officio* member. Nothing herein shall be read as meaning that the General Manager is elected or subject to replacement pursuant to this constitution or otherwise. The General Manager ceases to be a member of the committee upon his or her termination.
- (2) An office-bearer may hold up to 2 offices (other than both the president and vice-president offices).

## **(16) Election of committee members**

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
  - (a) made in writing, and
  - (b) signed by at least 2 members of the association, not including the candidate, and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the committee:
  - (a) the candidates nominated are taken to be elected, and
  - (b) a call for further nominations must be made at the annual general meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual

vacancies.

- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

## **(17) Terms of office**

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A committee member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

## **(18) Vacancies of office**

- (1) A casual vacancy in the office of a member of the committee arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) resigns from office by notice in writing given to the secretary, or
  - (d) is removed from office under this clause, or
  - (e) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under Part 2D.6 of the *Corporations Act 2001* of the Commonwealth, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting

at which the proposed resolution will be considered.

- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **(19) Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) The secretary must keep minutes of:
  - (a) all elections and appointments of committee members, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting, be signed, in writing or by electronic means, by:
    - i. the member who presided at the meeting, or
    - ii. the member presiding at the subsequent meeting.

## **(20) Treasurer**

- (1) The treasurer of the association must ensure:
  - (a) all money owed to the association is collected,
  - (b) all payments authorised by the association are made, and
  - (c) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure related to the activities of the association.

## **(21) Delegation to subcommittees**

- (1) The committee may:
  - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
  - (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in this constitution, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.

## **(22) Committee meetings**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) At least 1 time in each period of 12 months the committee must meet without the presence of the General Manager either entirely or for a portion of the meeting. The committee shall, at all times, by a simple majority vote of the committee members present, excluding the General Manager, be able to direct the General Manager to excuse him or herself from attendance at the meeting for such period as the committee determines.
- (4) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

## **(23) Notice of committee meetings**

- (1) The secretary must give oral or written notice of a meeting of the committee at least 48 hours, or such other period as may be unanimously agreed on by the members of the committee, before the time the meeting is due to commence.
- (2) Notice of a meeting must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) The business described in the notice, and
  - (b) business that the committee members present at the meeting unanimously agree is urgent business.

## **(24) Quorum**

- (1) The quorum for a meeting of the committee is 3 members of the committee.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is adjourned:
  - (a) to the same place, and
  - (b) and at the same hour of the same day in the following week.
- (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **(25) Presiding committee member**

- (1) The following committee member presides at a meeting of the committee:
  - (a) the president,
  - (b) if the president is absent, the vice-president,
  - (c) if both the president and vice-president are absent, 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

## **(26) Voting and decisions**

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **(27) Acts valid despite vacancies and defects**

- (1) Subject to subclause 24(1), the committee may act despite any vacancy on the committee.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

## **(28) Transaction of business outside meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or

- (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

## **(29) General Manager**

- (1) The General Manager of the association shall be appointed by the committee, and may be terminated at will by the committee, on subject terms and conditions as it sees fit in accordance with relevant laws and regulations.
- (2) The General Manager shall be an *ex officio* member of the committee until he or she ceases to be the General Manager.
- (3) The committee may delegate to the General Manager the exercise of the committee's functions specified in this constitution, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.
- (4) If, for any reason, there is a vacancy in the General Manager position, the committee may delegate any person to act as in the capacity of the General Manager and to do, or to refrain from doing, any of the General Manager's duties, including those stipulated herein, in whatever manner and for whatever period of time the committee deems fit.

## **Part 4 - General meetings**

### **(30) Annual general meetings**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or the later period prescribed in accordance with the Act.
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and of any special general meeting held since the previous annual general meeting,
  - (b) receiving reports from the committee on the activities of the association during the last previous financial year,
  - (c) electing office-bearers of the association and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members under the Act.

### **(31) Special general meetings**

- (1) The committee may, whenever it thinks fit, call a special general meeting of the

association.

- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the request, and
  - (d) may consist of more than 1 document in a similar form, signed by 1 or more of the members, and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting to be held within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as is practicable, in the same manner as general meetings are convened by the committee.

### **(32) Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
  - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise, at least 14 days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution, that a special resolution will be proposed, and
  - (d) for an annual general meeting, that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an annual general meeting, business referred to in clause 30(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

### **(33) Quorum for general meetings**

- (1) The quorum for a general meeting is 5 members of the association entitled to vote



under this constitution.

- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
  - (a) if called on the request of members - is dissolved, or
  - (b) otherwise - is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **(34) Adjournment**

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **(35) Presiding member**

- (1) The following member presides at a general meeting:
  - (a) the president,
  - (b) if the president is absent, the vice-president,
  - (c) if both the president and vice-president are absent, 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes, a second or casting vote.

### **(36) Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the association, including any fees owing in connection with enrolling the member's child or children in the Educational Program.
- (2) Each member has 1 vote, except as provided by clause 35(2)(b).

- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 37 applies, an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (i) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

### **(37) Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **(38) Transaction of business outside meetings or by telephone or other means**

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

## **Part 5 - Administration**

### **(39) Change of name, objects and constitution**

- (1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:
  - (a) the public officer, or
  - (b) or a committee member.

### **(40) Funds**

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
  - (a) the fees payable for courses or other services provided by the association, including, for the sake of clarity, fees for enrolment in the Educational Program and such other offerings that the association offers from time-to-time,
  - (b) the entrance fees payable by members,
  - (c) donations,
  - (d) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
  - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
  - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

### **(41) Insurance**

- (1) The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

### **(42) Non-profit status**

- (1) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.
- (2) Notwithstanding subclause 42(1), members may be employed in such capacities as the committee in its absolute discretion deems appropriate, including in administrative, teaching, consulting, contracting or any other capacity, provided that the terms and conditions of such employment are conducted on an arms'-length basis. For the sake of clarity, such members include those whose child or children are enrolled in the Educational Program.

### **(43) Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by electronic transmission:
    - (i) on the date the notice was sent, or
    - (ii) if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **(44) Custody of records and books**

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
  - (a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
    - (i) the General Manager,
    - (ii) public officer, or
    - (iii) a member of the association, or
  - (b) if the association has no premises - at the association's official address, in the custody of the public officer.

### **(45) Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the association,
  - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
  - (a) that relates to confidential, personal, commercial, employment or legal matters, or
  - (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

#### **(46) Financial year**

- (1) The association's financial year is each period of 12 months after the expiration of the previous financial year, commencing on 1 January and ending on the following 31 December.

#### **(47) Distribution of property on winding up**

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
  - (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:

***surplus property*** has the same meaning as in the Act, section 65.

#### **(48) Transitional matters**

- (1) Notwithstanding anything herein to the contrary, the composition of the committee shall be such as exists immediately prior to the coming into force of this constitution until the first annual general meeting following its coming into force.