

HABERFIELD ASSOCIATION (HABAs) INCORPORATED CONSTITUTION

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Part 1 Preliminary

Name

The name of the association shall be the Haberfield Association (HabAs)

Definitions

(1) In this constitution:

AGM means Annual General Meeting

ordinary committee member means a member of the Management Committee who is not an office-bearer of the association.

Committee means HabAs Management Committee.

Membership means Members who have paid membership fees in accordance with the Schedule of Fees determined from time to time by the Committee.

Organisational Membership means an association that has been admitted to membership in accordance with the Rules determined from time to time by the Management Committee and is entitled to have one (1) nominated member to attend meetings and have one (1) vote.

Membership Financial Year from June 30th to 1st July in the following year.

Secretary means: the person holding office under this Constitution as Secretary of the HabAs and its Public Officer

special general meeting means a general meeting of HabAs other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(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.

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

Objects

The Haberfield Association is a not for profit community organisation with the following objectives:

- (1) To promote, through the organisation of events and activities, both cultural and educational, a strong sense of community within Haberfield as an unique Federation garden suburb.

- (2) To record and publish those aspects of the suburb which have historic and/or heritage significance.
- (3) To lobby governments at all levels to preserve and protect heritage architecture, spatial relationships, gardens and other features in Haberfield and other parts of the Inner West.
- (4) To work with relevant local Indigenous organisations to record and publish the First Nations history of the Haberfield area.
- (5) To work in collaboration with all local organisations which share the Haberfield Association's objects.
- (6) To actively oppose proposed laws and developments which may damage the heritage and/or uniqueness of the suburb.

Part 2 Membership

2 Membership generally

- (1) A person is eligible to be a member of Haberfield Association (HabAs), if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of HabAs in accordance with **Clause 3**.

3 Application for membership

- (1) An application, with an annual subscription, by a person for membership of HabAs:
 - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - (b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary of HabAs.
- (2) The categories of membership shall be:
 - (a) Full
 - (b) Concession or student
 - (c) Life conferred by the Committee.
 - (d) Organisation
 - (e) Household - entitled to one vote on any matter requiring a ballot.
- (3) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the Committee makes that determination, the Secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable).
 - (b) send a receipt for the membership fee paid.
- (5) The Secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

4 Cessation of membership

A person ceases to be a member of HabAs if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from HabAs, or
- (d) fails to pay the annual membership fee within 6 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of HabAs:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the HabAs may resign from membership of HabAs by first giving to the Secretary written notice of at least 1 month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of HabAs ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The Secretary must establish and maintain a register of members of HabAs (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of HabAs together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at HabAs's main premises and be open for inspection, free of charge, by any HabAs member at any reasonable hour.
- (3) A member of HabAs may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A member of HabAs must, on admission to membership, pay to HabAs a membership fee as set out in the Schedule of Fees.

- (2) In addition to any amount payable by the member under subclause (1), a member of HabAs must pay an annual membership fee as set out in the Schedule of Fees to renew membership.

9 Members' liabilities

The liability of a HabAs member 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 association as required by clause 8.

10 Resolution of disputes

It is expected that, a person, upon becoming a member of HabAs shall act to promote its objects and policies, and conform to any code of conduct or ethics, determined from time to time by the Committee.

- (1) In the event of a dispute between a member and another member (in their capacity as members) of HabAs, the dispute is to be referred to the President of the Committee for resolution. In the event that the President cannot resolve the dispute or is the subject of the dispute, then, the dispute is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of HabAs:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 28 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the association or suspend the member from membership of HabAs if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Committee expels or suspends a member, the Secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if, within that period, the member exercises the right of appeal, unless and until HabAs confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to HabAs in general meeting against a resolution of the Committee under clause 11, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee, which is to convene a general meeting of HabAs to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of HabAs convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of HabAs present at the meeting.

Part 3 HabAs Management Committee

13 Powers of the Committee

Subject to the Act, the Regulation, this Constitution and any resolution passed by the HabAs in general meeting, the Committee:

- (a) is to control and manage the affairs of HabAs, and
- (b) may exercise all the functions that may be exercised by HabAs, other than those functions that are required by this Constitution to be exercised by a general meeting of members of HabAs, and
- (c) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of HabAs.

14 Composition and membership of the Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of HabAs, and
 - (b) at least 5 ordinary Committee members,
each of whom is to be elected at the annual general meeting of Haberfield Association under clause 15.
- (2) The total number of Committee members is to be no more than 14.
- (3) The office-bearers of HabAs are as follows:
 - (a) the President,
 - (b) two Vice Presidents
 - (c) the Treasurer,
 - (d) the Secretary and Public Officer
- (4) A Committee member may hold up to 2 offices (other than both the offices of President and Vice President).
- (5) A Committee member may hold the same office for no more than five years, but must be re-nominated and re-elected each year.
- (6) Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of Committee members

- (1) Nominations of candidates for election as office-bearers of HabAs or as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of HabAs and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of HabAs at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in any usual and proper manner that the Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of HabAs must be a member of HabAs.

16 Secretary

- (1) The Secretary of HabAs must, as soon as practicable after being appointed as Secretary, lodge notice with HabAs of his/her address.
- (2) It is the duty of the Secretary to ensure that minutes are kept (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee, 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) Minutes of proceedings at a meeting must be signed by the President of the meeting or by the President of the next succeeding meeting.
- (4) The signature of the President may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the Treasurer of HabAs to ensure:

- (a) that all money due to HabAs is collected and received and that all payments authorised by HabAs are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the HabAs, including full details of all receipts and expenditure connected with the activities of HabAs.
- (c) that financial statements and reports are submitted to the Committee at its ordinary meetings.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of HabAs to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee for 3 consecutive meetings of the committee, 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) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of Committee members

- (1) HabAs in general meeting may by resolution remove any member of the Committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of HabAs, the Secretary or the President may send a copy of the representations to each member of HabAs 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.

20 Committee meetings and quorum

- (1) The Committee must meet at least 8 times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or any one of the Vice Presidents or by any member of the Committee delegated by the Committee.
- (3) Written notice, by post or email, of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or any other period

that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting by way of an agenda for the meeting.
- (5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, one of the Vice Presidents is to preside, or
 - (b) if they are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

21 Appointment of HabAs members as Committee members to constitute quorum

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of HabAs as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at Committee meetings

- (1) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Committee to an individual or to a sub-committee

- (1) The Committee may, by instrument in writing, delegate to an individual or one or more sub-committees (consisting of the member or members of HabAs that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the individual or sub-committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to an individual or a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the individual or sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function.
- (4) Despite any delegation under this clause, the Committee, may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by an individual or a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) An individual or a sub-committee must report to the Committee and may meet and adjourn as they think proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The Haberfield Association must hold an annual general meeting at least once in each calendar year.
- (2) HabAs must hold its annual general meetings:
 - (a) within 6 months after the close of HabAs financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of HabAs is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of HabAs during the last preceding financial year,
 - (c) to elect office-bearers of Committee and ordinary Committee members,
 - (d) to receive and consider any financial report and audited accounts as specified under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Committee must, on the requisition of at least 5% of the total number of members, or a minimum of 10 members, whichever is the greater, convene a special general meeting of HabAs.
- (3) A requisition of members for a special general meeting:
 - (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 requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the

requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of HabAs, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of HabAs, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 4) are to constitute a quorum.

30 Presiding member

- (1) The President or, in the President's absence, one of the Vice Presidents, is to preside as chairperson at each general meeting of HabAs.
- (2) If the President and both Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of HabAs stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the Haberfield Association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - (b) if on the motion of the President or chairperson or, if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the President or 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 HabAs, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the President or chairperson.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of HabAs a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the President or chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of HabAs unless all money due and payable by the member to HabAs has been paid.
- (4) A member is not entitled to vote at any general meeting of HabAs if the member is under 16 years of age.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

36 Postal or electronic ballots

- (1) HabAs may hold a postal or electronic ballot (as determined by the Committee) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the members of HabAs a reasonable opportunity to participate.
- (2) A member of HabAs who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The Haberfield Association may effect and maintain insurance.

39 Funds - source

- (1) The funds of HabAs are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by HabAs in general meeting, any other sources that the Committee determines.
- (2) All money received by HabAs must be deposited as soon as practicable.
- (3) HabAs must, as soon as practicable after receiving any money, issue an appropriate receipt or acknowledgement of payment by electronic or postal means.

40 Funds - management

- (1) Subject to any resolution passed by HabAs in general meeting, the funds of HabAs are to be used solely in pursuance of the objects of HabAs in the manner that the Committee determines.
- (2) All monies received must be recorded and these records kept either electronically or in hard copy, whichever is determined by decision of the Committee.
- (3) All payments are to be approved by the Treasurer or another authorised Committee member except in the case of electronic funds transfer where the Treasurer exercises sole authority with the approval of the Committee.

41 The Haberfield Association is non-profit

Subject to the Act and the Regulation, HabAs must apply its funds and assets solely in pursuance of the objects of HabAs and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42 Distribution of property on winding up of HabAs

- (1) Subject to the Act and the Regulations, in a winding up of HabAs, any surplus property is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of HabAs is a reference to that property of HabAs remaining after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up of HabAs.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Change of name, objects and constitution

An application for registration of a change in the HabAs name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member, so authorised.

44 Custody of books etc

Except as otherwise provided by this Constitution, all records, books and other documents relating to HabAs must be kept in New South Wales:

- (a) at the main premises of HabAs, in the custody of the public officer or a Committee member (as the Committee determines), or
- (b) if HabAs has no premises, at the official address, in the custody of the public officer.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of HabAs at any reasonable hour:
 - (a) records, books and other financial documents,
 - (b) this Constitution,
 - (c) minutes of all Committee meetings and general meetings.
- (2) A member of HabAs may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of HabAs to inspect or obtain a copy of records of HabAs that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of HabAs.

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

47 Financial year

The financial year of HabAs is:

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

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.