

NUMERALLA & DISTRICT ACTIVITIES INC.

Constitution

Constituted under the NSW Associations Incorporation Act 2009 and the NSW Associations Incorporation Regulation 2022

Australian Business Number (ABN)
72 590 980 690

Date of Incorporation
14/01/1987
Incorporation Number
Y01614-07

This version of the constitution developed in 2025 and adopted at the Special General Meeting on 12 June 2025

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1) Preliminary

a) Preamble

- i) This constitution replaces the 2009 NDAI constitution
- ii) NDAI is a not for profit, volunteer organisation which represents, promotes, facilitates and furthers the needs, welfare and interests of the residents and landholders of the Numeralla and near surrounding localities as best it can. It has always been important for small rural communities to have a single voice when making representation. A single voice representing the community was one of the objectives in the initial formation of the Association. As appropriate, NDAI lobbies its local Council, State and Federal Governments, and other entities as necessary regarding issues of community concern as they appear
- iii) Being an incorporated entity, NDAI facilitates the running of local events, in particular, the annual Numeralla Folk Festival
- iv) The predecessor Numeralla and District Community Association, NDCA, had its first AGM on 30th Sep 1984. It was formed as a representative group for the residents of the Numeralla area, primarily to liaise with Council. To the best of current knowledge, the Community Association was the first organisation to represent the Community as a whole. It was incorporated on 14 Jan 1987. Over the years the Association has successfully, and unfortunately in some cases unsuccessfully, tackled many issues on behalf of its community
- v) Prior to the merger of NCAI and NDAI, NDAI was formed in the 1990s, (the actual date is TBC) to function as an umbrella group for all the various local organisations, including NDCA, primarily to become the entity that obtained public liability insurance that could cover the various group's activities. 'Activities' was deemed a suitable name to cover all of the various activities of the groups it supported. Subsequently, around 2004, NDCA and NDAI merged into the current entity, NDAI
- vi) Community groups and entities, functioning as NDAI subcommittees, sometimes come and go as circumstances evolve and include, or have included, the St Johns and St Patricks churches, the Hall committee, Numeralla and Peak View Tennis Clubs, Cricket Club, Touch Football Club, Folk Festival Committee, Market Committees, Fishing Club, Tennis Club, Table Tennis Club and others. Some entities, such as the Tennis Club, Hall Committee, Bush Fire Brigades and CWA have their own parent organisations that they primarily work with. Depending on the circumstances, they can be, and have been, represented by NDAI
- vii) In summary, in no particular order NDAI:
 - (1) Provides a common forum for various local community groups
 - (2) Enables local community groups to operate as subcommittees as and when appropriate, eg:
 - (a) A group requires an ABN
 - (b) A group requires public liability insurance
 - (c) A group requires incorporation status/protection
 - (3) Is the trustee for the privately owned Numeralla fire shed land and building
 - (a) Lessor of the fire shed site to Council for RFS purposes
 - (4) Primary point of contact with various bodies for community issues, eg:
 - (a) Council
 - (b) State Government politicians and representatives
 - (c) Federal Government politicians and representatives
 - (d) Others as necessary such as grant providers
 - (5) provision of the Numeralla website; <http://numeralla.org.au>

b) Definitions

In this constitution:

- i) District means the Snowy Monaro Regional Council localities of Numeralla, Peak View, Rose Valley, Countegany, Tuross, Carlaminda, Badja, Wadbilliga and Glen Fergus:
<https://www.snowymonaro.nsw.gov.au/Community/Welcome-to-the-Snowy-Monaro-Region>
- ii) Affiliate of the association is:
 - (1) automatic if a resident and/or a land holder, over the age of eighteen years, within the District, and
 - (2) has not resigned
- iii) Committee member means an affiliate elected to the committee who is an office-bearer or ordinary committee member that may:
 - (1) exercise a function and/or perform a duty
 - (2) function includes a power, authority or duty
- iv) Office Bearer means a committee member who is elected to an office referred to in clause 3.d
- v) Ordinary committee member means a committee member who is not an office-bearer.
- vi) A person is eligible to be a committee member of the association if:
 - (1) they are an affiliate of the association, and
 - (2) the person is over eighteen (18) years of age, and
 - (3) the person has been nominated and elected for committee membership of the association in accordance with clause 3.d
- vii) Register of committee members means the register of committee members maintained under clause 3.g.ii.2
- viii) Secretary, of the association, means:
 - (1) the person holding office under this constitution as secretary, or
 - (2) if no person holds that office, the public officer of the association
- ix) Special general meeting, of the association, means a general meeting of the association other than an annual general meeting. There are only annual and special general meetings
- x) Subcommittee means a subcommittee established under clause 3.i
- xi) Schedule of Rates means a document identifying the associations routine financial commitments, including any income, see Appendix 6
- xii) This constitution may only be amended via a motion at a general meeting
- xiii) the Act means the Associations Incorporation Act 2009
- xiv) the Regulation means the Associations Incorporation Regulation 2022.
 - (1) The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution
 - (2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act

Note: The Act, Part 4 deals with various matters relating to the management of associations

2) Committee members of the Association

i) Committee membership generally

- (a) An individual is taken to be a committee member of the association if the person is an:
 - (i) affiliate as per 1.b.2 above and
 - (ii) elected as a committee member
- (b) A person is eligible to be a committee member of the association if:
 - 1. they are an affiliate of the association, and
 - 2. the person has been nominated and elected for committee membership of the association in accordance with clause 3.d

ii) Register of committee members

- (a) The secretary must establish and maintain a register of committee members of the association
- (b) The register:
 - 1. may be in written or electronic form, and must include, for each committee member:
 - a. committee member's name, and an email address,
 - b. the date on which a person was last appointed as a committee member,
 - c. if the person ceases to be a committee member, the date on which the person ceased to be a committee member must be kept in New South Wales at the association's main premises, or:
 - i. if the association has no premises - at the association's official address,
 - ii. if either are unsuitable, the secretary must keep the register with the other records of the association
- (c) The register of committee members:
 - 1. must be made available to the public officer as required
 - 2. must be available for inspection, free of charge, by committee members at a reasonable time
 - 3. If the register is kept in electronic form, the requirements in subclauses 4.g.ii.2 apply as if a reference to the register is a reference to a current hard copy of the register
 - 4. A committee member may obtain a hard copy of the register, or a part of the register, on payment of a fee for each page copied as specified in the association's Schedule of Rates
- (d) Information about a committee member, other than the committee member's name, must not be made available for inspection if the committee member requests that the information not be made available.
- (e) A committee member must not use information about a committee member obtained from the register to contact or send material to the committee member, unless:
 - 1. the information is used to send the committee member:
 - 2. a newsletter, or
 - 3. a notice for a meeting or other event relating to the association, or
 - 4. other material relating to the association, or
 - 5. it is necessary to comply with a requirement of the Act or the Regulation

- iii) **Fees and subscriptions**
 - (a) A committee member of the association must, on notification of admission to committee membership, pay to the association a fee in accordance with the association's Schedule of Rates

- iv) **Committee members' and affiliate' liabilities**
 - (a) The liability of a committee member or affiliate of the association to contribute towards the payment of any 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 committee member in respect of committee membership of the association as required

- v) **Disciplinary action against committee members**
 - (a) A person may make a complaint to the committee that a committee member of the association has:
 - 1. to comply with a provision of this constitution, or
 - 2. wilfully acted in a way prejudicial to the interests of the association
 - (b) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious

- vi) **If the committee decides to deal with the complaint, the committee:**
 - (a) Must serve notice of the complaint on the committee member
 - 1. the written notice must be given in person by a committee member, normally the secretary
 - 2. give the committee member at least 14 days from the day the notice is served on the committee member within which to make submissions to the committee about the complaint, and
 - 3. consider any submissions made by the committee member
 - (b) May, by resolution, expel the committee member from the association or suspend the committee member's committee membership if, after considering the complaint, the committee is satisfied that:
 - 1. the facts alleged in the complaint have been proved, and
 - 2. the expulsion or suspension is warranted
 - (ii) If the committee expels or suspends the committee member, the secretary must, within 7 days of that action being taken, give the committee member written notice of:
 - a. the action taken, and
 - b. the reasons given by the committee for taking the action, and
 - c. the committee member's right of appeal under clause 2.vi.b.iii
 - (iii) The expulsion or suspension does not take effect until the later of the following:
 - a. the day the period within which the committee member is entitled to exercise the committee member's right of appeal expires, or
 - b. if the committee member exercises the committee member's right of appeal within the period - the day the association confirms the resolution under clause 2.vii.

- vii) **Right of appeal against disciplinary action**
 - (a) a committee member may appeal against a resolution of the committee under clause 2.vi by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution

- (b) The committee member may include, with the notice of appeal, a statement of the grounds on which the committee member intends to rely for the purposes of the appeal
- (c) The secretary must notify the committee that the secretary has received a notice of appeal
- (d) 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
- (e) At the general meeting:
 - 1. no business other than the question of the appeal is to be transacted, and
 - 2. the committee member must be given an opportunity to state the committee member's case orally or in writing, or both, and
 - 3. the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - 4. the committee members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked
- (f) The appeal is to be determined by a simple majority of votes cast by the committee members

viii) Resolution of internal disputes

- (a) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
 - 1. a dispute between 2 or more committee members of the association, but only if the dispute is between the committee members in their capacity as committee members, or
 - 2. a dispute between 1 or more committee members and the association
- (b) 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
- (c) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration

ix) Committee membership entitlements not transferable

- (a) A right, privilege or obligation that a person has because the person is a committee member of the association:
 - 1. cannot be transferred to another person, and
 - 2. terminates once the person ceases to be a committee member of the association.
 - 3. Committee member resignation
- (b) A committee member of the association may resign from being a committee member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the committee member's intention to resign
 - (i) The committee member ceases to be a committee member on the expiration of the notice period
- (c) Cessation of committee membership
 - (i) A person ceases to be a committee member of the association if the person:
 - a. dies, or
 - b. resigns from being a committee member, or
 - c. is expelled from the association, or
 - d. fails to pay the annual subscription fee payable under clause 2.ii.c.4 within 3 months of the due date

3) Committee

a) Functions of committee

- b) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in a general meeting, the committee:
 - i) is to control and manage the affairs of the association, and
 - ii) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in a general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association

c) Composition of committee

- i) The committee must have at least 5 committee members, as elected in accordance with clause 3.d, consisting of the following office-bearers:
 - (1) the president,
 - (2) vice president,
 - (3) the secretary,
 - (4) the treasurer, and
 - (5) at least 2 ordinary committee members, ideally, up to, or more 10 committee members

Note - The Act, section 28 contains requirements relating to committee membership eligibility and composition of the committee
- ii) An office-bearer may hold up to 2 offices, other than both the offices of president and vice president, should one exist

d) Election of committee members and executive

- i) Any affiliate of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member
- ii) Either:
 - (1) nominated at the annual general meeting by another affiliate present at that annual general meeting, or:
 - (2) An affiliate may self nominate at the annual general meeting, or:
 - (3) In absentia, a nomination must be made in writing, and
 - (a) signed by at least 2 affiliates of the association, not including the candidate, and
 - (b) accompanied by the written consent of the candidate to the nomination, and
 - (c) given to the secretary at least 7 days before the date fixed for the general meeting at which the election is to take place
- iii) If insufficient nominations are received to fill all vacancies:
 - (1) the candidates nominated are taken to be elected, and
 - (2) a call for further nominations must be made at the meeting
- iv) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the committee member presiding at the meeting
- v) Vacancies that remain after a call for further nominations are taken to be casual vacancies, refer 3.f
- vi) If the number of nominations received is equal to the number of vacancies to be filled, the committee members nominated are taken to be elected
- vii) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the chair

- e) **Terms of office**
 - i) Subject to this constitution, a committee member holds office from the day the committee member is elected until immediately before the next election
 - ii) A committee member is eligible, if otherwise qualified, for re-election
 - iii) There is no limit on the number of consecutive terms for which a committee member may hold office

- f) **Vacancies in office**
 - i) A casual vacancy in the office of a committee member arises if the committee member:
 - ii) dies, or
 - (1) ceases to be a committee member of the association, or
 - (2) resigns from office by written notice given to the secretary, or
 - (3) is removed from office by the association under this clause, or
 - (4) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (5) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (6) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
 - (7) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (8) becomes a mentally incapacitated person
 - iii) The association in a general meeting may, by resolution:
 - (1) remove a committee member from office at any time, and
 - (2) appoint another committee member or affiliate of the association to hold office for the balance of the committee member's term of office
 - iv) A committee member to whom a proposed resolution referred to in subclause 3.f relates may:
 - (1) give a written statement, of a reasonable length, to the president or secretary, and request that the committee send a copy of the statement to each committee member of the association at least 7 days before the general meeting at which the proposed resolution will be considered
 - v) If the committee fails to send a copy of a statement received under subclause 3.f.iv.1, each committee member in accordance with a request made under subclause 3.f.iv.1, the statement must be read aloud by the committee member presiding at the general meeting at which the proposed resolution will be considered
 - vi) The committee may appoint an affiliate of the association to fill a casual vacancy
 - vii) Subject to this constitution, a committee member or affiliate appointed to fill a casual vacancy holds office until the next annual general meeting

- g) **Secretary**
 - i) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's physical or email address
 - ii) The secretary, or their nominee, must keep minutes of:
 - (1) all elections of committee members, and
 - (2) the names of committee members present at a meeting of the committee or a general meeting, and
 - (3) all proceedings at committee meetings and general meetings
 - iii) The minutes must be:
 - (1) kept in written or electronic form, and
 - (2) for minutes of proceedings at a meeting, committee members present at that meeting must:

- (a) affirm by a show of hands at a subsequent meeting or,
 - (b) affirm by electronic means
- iv) Minutes of a previous meeting have affirmations to confirm those previous meeting minutes as true and correct, or subject to corrections as determined by the meeting
- h) **Treasurer**
 - i) The treasurer of the association must ensure:
 - (1) all money owed to the association is collected, and
 - (2) all payments authorised by the association are made, and
 - (3) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities
- i) **Delegation to subcommittees**
 - i) The committee may:
 - (1) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (2) appoint 1 or more committee members or affiliates of the association to be the committee members of the subcommittee
 - ii) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (1) this power of delegation, or
 - (2) a duty imposed on the committee by the Act or another law

Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations
- j) **Committee and subcommittee meetings**
 - i) The committee must meet at least once in each 12-month period at the place and time determined by the committee.
Typically this would immediately follow the AGM
 - ii) Additional meetings of the committee may be called by any committee member should a need be identified
 - iii) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee
 - iv) Meetings may be held electronically utilising technology such as Zoom or similar
 - v) The committee or subcommittee may invite affiliates to any meeting if appropriate
Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires
- k) **Notice of committee meeting**
 - i) The secretary must give each committee member oral, electronic or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence
 - ii) The notice must describe the general nature of the business to be transacted at the meeting
 - iii) The only business that may be transacted at the meeting is:
 - (1) the business described in the notice, and
 - (2) business that the committee members present at the meeting unanimously agree is urgent business or
 - (3) any other business if 'General Business' is identified as an agenda item

l) Quorum

- i) The quorum for a meeting of the committee is 3 committee members
- ii) No business may be transacted by the committee unless a quorum is present
- iii) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (1) to the same place, and
 - (2) to the same time of the same day in the following week
- iv) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved
- v) 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 affiliates of the association as committee members to enable the quorum to be constituted
- vi) A committee member appointed under subclause 3.d above holds office, subject to this constitution, until the next general meeting.
This clause does not apply to the filling of a casual vacancy to which clause 3.f applies.
Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum

m) Presiding committee member

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

n) Voting

- i) 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

o) Acts valid despite vacancies or defects

- i) Subject to clause 3.l, the committee may act despite there being a casual vacancy in the office of a committee member
- ii) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a committee member of the committee or subcommittee

p) Transaction of business outside meetings or by telephone or other means

- i) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members
- ii) If the committee transacts business by the circulation of hardcopy 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
- iii) 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 committee member who speaks on a matter can be heard by the other committee members

- iv) The committee member presiding at the meeting and each other committee member has the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (1) the approval of a resolution under subclause 3.j, or
 - (2) a meeting held in accordance with subclause 3.l
 - v) A resolution approved under subclause 3.j must be recorded in the minutes of the meetings of the committee
- Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at two or more venues using technology

4) General meetings of the association

As defined above, there are only two types of general meetings, annual and special:

i) Annual general meeting, or AGM

- (a) The association must hold an annual general meeting within:
 - 1. 6 months of the last day of the association's financial year, or
 - 2. the later period allowed or prescribed in accordance with the Act, section 37(2)(b)
- (b) Subject to the Act and subclauses (1) the annual general meeting is to be held at the place and time determined by the committee
- (c) The business that must be transacted at an annual general meeting includes the following:
 - 1. confirmation of the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting
 - 2. receiving reports from the committee on the association's activities during the previous financial year
 - 3. electing office-bearers and any ordinary committee members, including the public officer
 - 4. receiving and considering financial statements or reports required to be submitted to committee members of the association under the Act
 - 5. review of the treasurer's annual financial report
 - i. a motion to be voted on for an audit may result
 - ii. if no second is received, then no vote is required
 - 6. review of the association's Schedule of Rates – see 6 Appendix

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held

ii) Special general meeting, or SGM

- (a) The committee may call a special general meeting whenever the committee thinks fit
- (b) The committee must call a special general meeting if the committee receives a request made by at least 5 affiliates representing the interests of the community if the matter raised requires a general meeting for resolution

- (c) The request:
 1. May be initiated by an affiliate via a committee member(s)
 2. must be in writing, and
 3. must state the purpose of the meeting, and
 4. must be signed by the committee member/affiliates making the request, and
 5. may consist of more than 1 document in a similar form signed by 1 or more committee members, and
 6. must be lodged with the secretary, and
 7. may be in electronic form and signed and lodged by electronic means
- (d) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the committee members or affiliates who made the request may call a special general meeting to be held within 3 months of the date the request was lodged
- (e) A special general meeting held under subclause 4.ii must be conducted, as far as practicable, in the same way as a general meeting called by the committee

iii) Notice of general meeting

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

iv) Quorum

- (a) The quorum for a general meeting is 3 affiliates of the association entitled to vote under this constitution
- (b) No business may be transacted at a general meeting unless a quorum is present.
- (c) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 1. if called on the request of affiliates is dissolved, or
 2. 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 committee member presiding at the meeting at the time of the adjournment or in a written notice given to committee members at least 1 day before the adjourned meeting

v) **Adjourned meetings**

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

vi) **Presiding committee member or affiliate**

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

vii) **Voting**

- (a) An affiliate is not entitled to vote at a general meeting unless the affiliate:
 - 1. is at least 18 years of age, and
 - 2. has paid any monies owed by the affiliate to the association
- (b) Each affiliate has 1 vote, except as provided by clause 4.vi
- (c) A question raised at the meeting must be decided by:
 - 1. a show of hands, or
 - 2. if clause 4.ix applies - an appropriate method as determined by the committee, or
 - 3. a written ballot, but only if:
 - i. the committee member presiding at the meeting moves that the question be decided by ballot, or
 - ii. at least 3 committee members agree the question should be determined by ballot
 - 4. If a question is decided using a method referred to above, either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - i. a declaration by the affiliate presiding at the meeting,
 - ii. an entry in the association's minutes
- (d) A written ballot must be conducted in accordance with the directions of the affiliate presiding
- (e) An affiliate cannot cast a vote by proxy

viii) **Postal, electronic or combined ballots**

- (a) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 2.vii
- (b) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

- ix) **Transaction of business outside meetings or by telephone or other means**
- (a) The association may transact its business by the circulation of papers, including by electronic means, among all committee members and associates as appropriate, as determined by the committee executive
 - (b) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of affiliates, is taken to be a decision of the association made at a general meeting
 - (c) The association may transact its business at a general meeting at which 1 or more affiliates participate by telephone or other electronic means, provided an affiliate who speaks on a matter can be heard by the other affiliates
 - (d) The affiliate presiding at the meeting and each other affiliate have the same voting rights as they would have at a committee meeting of the association for the purposes of:
 - 1. the approval of a resolution under subclause 4.ix.b, or
 - 2. a meeting held in accordance with subclause 4.ix.c.
 - (e) A resolution approved under subclause 4.ix must be recorded in the minutes of the meetings of the association.
- Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

5) Administration

- i) **Change of name, objects or constitution**
- (a) 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:
 - 1. the public officer, or
 - 2. a committee member.
- ii) **Funds**
- (a) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - 1. any entrance fees and annual subscription fees payable by committee members identified in the Schedule of Rates,
 - 2. donations,
 - 3. other sources as determined by the committee
 - (b) 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
 - (c) As soon as practicable after receiving money, the association must:
 - 1. deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
 - 2. issue a receipt for the amount of money received to the person from whom the money was received
 - (d) A cheque or other negotiable instrument must be signed by two authorised signatories
- Note: The Act, section 36 provides for the appointment of authorised signatories
- iii) **Insurance**
- (a) The association may take out and maintain insurance as appropriate and/or necessary for the association's operations, functions, assets and liabilities

iv) Non-profit status

- (a) 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 committee member of the association

Note: See the Act, section 40

v) Service of notices

- (a) For the purposes of this constitution, a notice may be given to or served on a person:
1. by delivering the notice to the person personally, or
 2. by sending the notice by pre-paid post to the address of the person, or
 3. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice
- (b) A notice is taken to have been given to or served on a person, unless the contrary is proved:
1. for a notice given or served personally - on the date on which the notice is received by the person, or
 2. for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 3. for 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 the notice was sent on a later date—on the later date

vi) Custody of records and books

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

vii) Inspection of records and books

- (a) The following documents must be available for inspection, free of charge, by affiliates of the association at a reasonable time:
1. this constitution,
 2. minutes of committee meetings and general meetings of the association,
 3. records, books and other documents relating to the association
- (b) An affiliate may inspect a document referred to in subclause a above:
1. in hard copy, or
 2. in electronic form, if available
- (c) An affiliate may obtain a hard copy of a document referred to in subclause a on payment of a fee identified in the Schedule of Rates for each page copied

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

viii) Financial year

- (a) The financial year of the association is:
 - 1. the period of time commencing on the date of incorporation of the association and ending on the following 30 September, and
 - 2. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 October and ending on the following 30 September
- (b) Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the Associations Incorporation Act 1984

ix) Distribution of property on winding up

- (a) 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:
 - 1. with similar objects, and
 - 2. which is not carried on for the profit or gain of the organisation's committee members
- (b) In this clause:
 - (i) surplus property has the same meaning as in the Act, section 65

6) Appendices

a) Schedule of Rates

The Schedule of Rates is a document that outlines financial aspects of the operation of the Association, including items as deemed necessary by the committee and/or a general meeting.

The Schedule must include the following:

- i) Annual Subscriptions
- ii) Reimbursement of Expenses
- iii) Fees and Charges
- iv) Financial Delegation
- v) Numeralla Countegany Volunteer Bush Fire Brigade Shed/Land Lease status

And should also include:

- vi) Folk Festival Profit Distribution Model
- vii) Any other profit distribution foreseen in the following year
- viii) With respect to any profit distribution to community groups, organisations and/or subcommittees:

(a) All entities functioning as subcommittees participating in fundraising events and identified for a share of any profits thereby generated must:

- (i) be represented by at least one committee member of that subcommittee at the NDAI Annual General Meeting,
- (ii) be represented at any NDAI committee meeting occurring immediately preceding that event:
 - 1. To enable adequate planning for the event the representative is required, at or before the meeting, to deliver commitment as to the number of volunteers and their times available for the forthcoming event's needs
 - 2. Confirmation of a representative's attendance at any relevant committee or general meeting must be sent to the NDAI secretary by email at least 7 days prior to that meeting.
 - 3. Where a representative becomes unavailable, the NDAI Secretary must be notified of a replacement representative via email at least 4 days prior to that meeting
 - 4. Confirmation of the commitment of volunteers **must** be provided in writing by the subcommittee representative