

CONSTITUTION OF

# EX CADETS AUSTRALIA (ECA) INC.

Under the Associations Incorporation Act 2009

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# 1. Part 1 – Preliminary

## 1.1. Definition

In this constitution:

**ECA:** Ex Cadets Australia Incorporated.

**Advisory Committee:** A committee of members consisting of the senior-most cadets or nominees of all the cadet colleges in Bangladesh and all former ECA Presidents. The Advisory Committee advises the Executive Committee on critical matters.

**Advisory Committee Members:** Members of the Advisory Committee

**Executive Committee:** A nominated/elected committee of office-bearers for an elected or nominated time period (3 years) with specific functions to perform, including exercise power, authority, and duties.

**Executive Committee Members:** Members of the Executive Committee. An Executive Committee Member is an office-bearer for a specific period.

**Executive Members** means a sub-committee of the executive member representing respective cadet colleges, states, or territories. An executive member is not an office-bearer.

**Office Bearer:** An executive committee member who is nominated/elected to an office referred to in clause 3.4.

**General Member:** Is a former student (ex-cadet) of one of the 12 Cadet Colleges in Bangladesh who joined the ECA and pays an annual membership fee. All advisory committee members, executive committee members, and executive members must be current general members of ECA with no outstanding membership fees.

**Register of Members:** The register of members is maintained under clause 4.

**General Secretary:** Is a member of the Executive committee holding office under this constitution as secretary and the public officer of the association.

**Special General Meeting:** A general meeting of the association other than an annual general meeting.

**The Act:** The Associations Incorporation Act 2009.

**The Regulation:** The Associations Incorporation Regulation 2022.

## 1.2. The Constitution

The Constitution of ECA establishes the governance framework within which the Executive Committee (EC) operates. It is based on and adapted from the New South Wales Fair Trading Model Constitution, incorporating the matters required under the laws of New South Wales.

Any amendment to this Constitution must first be considered and recommended by the Executive Committee following consultation with the Advisory Committee. Proposed amendments shall then be submitted for approval at an Annual General Meeting (AGM) and must be approved by at least 51% of the General Members present (online and Face to Face) and entitled to vote.

### 1.3. The Vision

To be the premier alumni organisation in Australia for former cadets of Bangladesh Cadet Colleges, fostering lifelong bonds, leadership, service, and mutual support while celebrating our shared heritage and contributing meaningfully to Australia's multicultural society.

### 1.4. The Mission

Ex Cadet Australia (ECA) is a non-profit, non-political, non-religious, and democratic association dedicated to connecting and supporting former cadets of all the Cadet Colleges of Bangladesh who reside in Australia.

Our mission is to strengthen the lifelong camaraderie and values instilled through the Cadet College experience, promote professional and social networking, support the welfare and development of members and their families, and preserve and celebrate the rich traditions, heritage, and spirit of the Cadet Colleges.

Through cultural, educational, charitable, and community initiatives, we seek to contribute positively to the Bangladeshi-Australian community and Australia's diverse multicultural society.

### 1.5. The Objectives of ECA

The objectives of the ECA are to:

- I. Unite and represent former cadets of all the Cadet Colleges of Bangladesh who reside in Australia.
- II. Foster and maintain lifelong friendship, fellowship, and mutual support among members based on the shared values, traditions, and experiences of Cadet College life.
- III. Promote networking, mentorship, professional development, and collaboration among members for their personal, educational, and professional advancement.
- IV. Preserve, promote, and celebrate the heritage, traditions, achievements, and values of the Cadet Colleges of Bangladesh.
- V. Organise and support educational, cultural, social, sporting, recreational, and community events that strengthen relationships among members and their families.
- VI. Promote the cultural heritage, diversity, and positive contributions of the Bangladeshi community within Australia's multicultural society.
- VII. Support charitable, humanitarian, and community service activities that benefit members, the broader community, and causes aligned with the Association's values.
- VIII. Facilitate engagement and cooperation with overseas cadet college alumni organisations, educational institutions, community groups, government agencies, and other organisations in Australia, Bangladesh, and internationally.
- IX. Encourage leadership, integrity, respect, service, and excellence among members in keeping with the ideals and traditions of the Cadet Colleges.
- X. Promote inclusiveness, diversity, equality, and mutual respect within the Association and the wider community.
- XI. Raise, receive, manage, and apply funds and other resources solely for the advancement of the Association's objects.

- XII. Undertake all lawful activities that are incidental or conducive to achieving the objects of the Association.

## 1.6. The Governance Structure of ECA

Ex Cadet Australia (ECA) comprises three principal bodies: the General Members (hereinafter referred to as “GM”), the Executive Committee (hereinafter referred to as “EC”), and the Advisory Committee (hereinafter referred to as “AC”).

The Advisory Committee shall consist of the most senior cadets or their nominated representatives from each of the cadet colleges of Bangladesh, together with all former Presidents of the Executive Committee. The Advisory Committee provides guidance, institutional guidance, and strategic advice to the Association.

The Executive Committee shall comprise approximately fifty (50) members, including a minimum of ten (10) office bearers (Executive Committee Members) and a broader group of executive members. Executive members may include representatives from each Cadet College cohort as well as representatives from Australian states and territories. Executive members are drawn from the General Membership through expressions of interest and are either nominated or elected in accordance with the Association’s electoral processes.

With the exception of the founding Executive Committee Members appointed at the Association's establishment, all subsequent Executive Committee Members shall be elected by the General Members at the Annual General Meeting every three (3) years. An Executive Member may simultaneously hold an office-bearer and a college/state/territory representative position.

The EC consists of the following 10 office bearers (I to X are ECM) and more than 48 executive members (XI and XII are EM):

- I. The President (P) – 1 Position
- II. The Vice-President (VP) – 1 or 2 Positions
- III. The General Secretary (GS) – 1 Position
- IV. The Associated General Secretary (AGS) – 1 or 2 Positions
- V. The Treasurer (T) – 1 Position
- VI. The Organising Secretary (OS) – 1 to 3 Positions
- VII. The Cultural Secretary (CS) – 1 to 3 Positions
- VIII. The Sports Secretary (SS) – 1 to 3 Positions
- IX. Media and Communication Secretary (MCS) – 1 or 2 Positions
- X. Publication Secretary (PS) – 1 to 3 Positions
- XI. College Representative (CRep) – 36+ Positions
- XII. State Representative (SRep) - 12+ Positions

The General Members consist of all eligible members of the Association who have duly registered and maintained their membership through the payment of the prescribed annual membership fee.

## **2. Part 2 - Members of the association**

### **2.1 General Members**

An individual is taken to be a general member of the association if:

- The person must have studied in one of the 12 cadet colleges in Bangladesh.
- The person is currently living in Australia or is an Australian permanent resident or citizen.
- The person applied to be a member under clause 2.2, and the application has been approved.
- The person was one of the individuals on whose behalf an application for registration of the association was made under the act, section 6(1)(a).

### **2.2 Membership Application**

- I. An application by a person to be a member of the association must be:
  - a) made in person via ECA's online membership application form
  - b) lodged via ECA's website along with supporting documents.
- II. The General Secretary must refer an application to the EC as soon as practicable after receiving the application.
- III. The EC must review and approve or reject the application.
- IV. As soon as practicable after the EC has decided the application, the General Secretary must:
  - a) Give the applicant email confirmation of the decision, including by email or other electronic means if determined by the EC, and
  - b) If the application is approved, inform the applicant that the applicant is required to pay the annual subscription fee payable under clause 5 within 28 days of the day the applicant received the notice.
- V. The GS must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee in accordance with subclause 2.4.
- VI. The applicant becomes a member once the applicant's name is entered in the register.
- VII. The Media and Communication Secretary (MCS) emails the portal username and password to the new members.

### **2.3 Register of members**

- I. The secretary must establish and maintain a register of the association's members.
- II. The register:
  - a) may be in written or electronic form, and
  - b) must include, for each member:
    - The member's full name, DOB, and
    - Name of the Cadet College, Cadet Number, HSC Year, and
    - a residential, postal or email address, and
    - Professional details, and
    - the date on which the person became a member, and
    - a most recent profile photograph

- c) available and accessible on the ECA website, free of charge, by members at a reasonable time, and
- III. 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.
- IV. 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:
    - a newsletter, or
    - a notice for a meeting or other event relating to the association, or
    - other material relating to the association, or
  - b) it is necessary to comply with a requirement of the Act or the Regulation.

## 2.4 Fees and subscriptions

- I. The entrance fee to be paid to the association by a person shall be determined by annually by the Executive Committee.
- II. The members must pay to the association an annual subscription fee, which shall be determined annually by the Executive Committee (in addition to the entrance fee in clause 2.4(I)).
- III. Overdue memberships can be renewed by paying outstanding membership fees for at least the previous three years.
- IV. Members may opt to pay their membership fees through an automatic direct debit arrangement linked to ECA's bank account.

## 2.5 Members' liabilities

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 2.4:

- I. The debts and liabilities of the association,
- II. The costs, charges and expenses of the winding up of the association.

## 2.6 Disciplinary action against members

- I. A person may make a complaint to the EC that a member of the association has:
  - a) failed to comply with a provision of this constitution, or
  - b) wilfully acted in a way prejudicial to the interests of the association.
- II. The EC may refuse to deal with a complaint if the committee considers the complaint to be trivial or vexatious.
- III. If the EC 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 day 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.
- IV. The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
  - a) the facts alleged in the complaint have been proved, and

- b) the expulsion or suspension is warranted.
- V. If the committee expels or suspends the member, the secretary 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 taking the action, and
  - c) the member's right of appeal under clause 2.7.
- VI. 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 the member's right of appeal expires, or
  - b) If the member exercises the member's right of appeal within the period, the day the association confirms the resolution under clause 8.

## 2.7 Right of appeal against disciplinary action

- I. A member may appeal against a resolution of the committee under clause 7 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- II. 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.
- III. The secretary must notify the committee that they have received a notice of appeal.
- IV. 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.
- V. 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.
- VI. The appeal is to be determined by a simple majority of votes cast by the members.

## 2.8 Resolution of internal disputes

- I. 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.
- II. If the dispute is not resolved through mediation within 3 months of referral to the Community Justice Centre, it must be referred to arbitration.
- III. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## 2.9 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- I. cannot be transferred to another person, and
- II. terminates once the person ceases to be a member of the association.

## 2.10 Member resignation

- I. A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- II. The member ceases to be a member on the expiration of the notice period.

## 2.11 Cessation of membership

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

- I. dies, or
- II. resigns from being a member, or
- III. is expelled from the association, or
- IV. fails to pay the annual subscription fee payable under clause 5(2) within 6 months of the due date.

## 3. Part 3 - Committee

### *Division 1 - Constitution*

#### 3.1 Advisory Committee

The Advisory Committee shall serve as a consultative body to the Association and provide independent advice, expertise, guidance, and support to the Executive Committee in furtherance of the Association's objectives. The Advisory Committee shall:

- I. Provide strategic advice and recommendations to the Executive Committee on matters relating to the Association's objectives, governance, growth, and sustainability.
- II. Offer professional knowledge, expertise, and experience to support informed decision-making by the Executive Committee.
- III. Assist in identifying opportunities for the development, expansion, and improvement of the Association's programs, services, and activities.
- IV. Provide guidance on policy development, governance practices, risk management, and organisational planning.
- V. Support the promotion of the Association's vision, mission, values, and long-term goals.
- VI. Assist in strengthening relationships with stakeholders, community organisations, sponsors, government agencies, and other relevant bodies.
- VII. Provide advice on significant projects, initiatives, partnerships, and strategic matters referred to the Advisory Committee by the Executive Committee.
- VIII. Act as mentors and advisors to Executive Committee members where appropriate.
- IX. Support fundraising, sponsorship, advocacy, and community engagement initiatives when requested.
- X. Provide independent and objective perspectives on issues affecting the Association.
- XI. Assist in identifying emerging opportunities, challenges, and risks that may impact the Association.
- XII. Attend meetings of the Advisory Committee and, when invited, meetings of the Executive Committee or General Meetings.
- XIII. Maintain confidentiality regarding all sensitive information obtained through their role.
- XIV. Act in the best interests of the Association and avoid conflicts of interest.
- XV. Perform any other advisory functions requested by the Executive Committee that are consistent with the objectives of the Association.

#### 3.2 Composition of the Advisory Committee

The Advisory Committee shall comprise:

- I. The most senior cadet representative from all cadet colleges of Bangladesh, or a nominee formally appointed by the respective Cadet College where the senior cadet is unable or unwilling to serve.
- II. All former Presidents of the Association's Executive Committee, who shall serve as ex officio members of the Advisory Committee.

- III. Any additional members appointed by the Executive Committee from time to time, where their expertise, experience, or contribution is considered beneficial to the Association, subject to the approval of the Advisory Committee.

### 3.3 Authority of the Advisory Committee

The Advisory Committee shall operate in an advisory capacity only and shall not have authority to make binding decisions on behalf of the Association unless expressly authorised by the Constitution or a resolution of the members. All governance, financial, and operational decisions shall remain the responsibility of the Executive Committee and the members of the Association.

### 3.4 Executive Committee

The Executive Committee shall be responsible for the governance, management, administration, and strategic direction of the Association and shall always act in the best interests of the Association and its members. The Executive Committee shall:

- I. Manage and control the affairs, activities, property, and finances of the Association in accordance with the Constitution, applicable legislation, and resolutions of the members.
- II. Implement the objectives, policies, strategic plans, and decisions of the Association.
- III. Provide leadership and direction to ensure the effective operation and long-term sustainability of the Association.
- IV. Ensure compliance with all legal, regulatory, financial, and reporting obligations applicable to the Association.
- V. Act prudently and in good faith in the best interests of the Association and its members.
- VI. Develop, review, and implement policies, procedures, and governance frameworks for the effective management of the Association.
- VII. Prepare and oversee annual budgets, financial plans, and resource allocation.
- VIII. Monitor the financial performance and financial sustainability of the Association.
- IX. Approve expenditures and manage the Association's assets and resources responsibly.
- X. Establish and oversee committees, subcommittees, working groups, and advisory bodies as required.
- XI. Appoint, supervise, and support office bearers, committee members, volunteers, employees, and contractors, where applicable.
- XII. Promote membership growth, engagement, participation, and retention.
- XIII. Develop and oversee programs, projects, events, and initiatives that advance the objectives of the Association.
- XIV. Consider and act upon recommendations received from the Advisory Committee, subcommittees, and members.
- XV. Manage risks and take appropriate measures to protect the Association's reputation, assets, and interests.
- XVI. Ensure transparency, accountability, ethical conduct, and good governance in all Association activities.
- XVII. Convene General Meetings, Annual General Meetings (AGMs), and Special General Meetings in accordance with the Constitution.

- XVIII. Prepare and present reports to members on the activities, governance, and financial position of the Association.
- XIX. Resolve disputes and address matters affecting the welfare and interests of the Association and its members in accordance with established policies and procedures.
- XX. Represent the Association and promote its interests within the broader community and with relevant stakeholders.
- XXI. Maintain appropriate records of decisions, meetings, policies, financial matters, and Association activities.
- XXII. Perform any other functions and duties necessary to achieve the objectives of the Association and to comply with the Constitution and applicable laws.

### 3.5 Collective Responsibilities of Executive Committee Members

All Executive Committee members shall:

- I. Act honestly, in good faith, and in the best interests of the Association;
- II. Exercise due care, diligence, and skill in performing their duties;
- III. Avoid conflicts of interest and disclose any actual, potential, or perceived conflicts;
- IV. Maintain confidentiality regarding sensitive Association matters;
- V. Support and uphold decisions made by the Executive Committee;
- VI. Promote the objectives, values, reputation, and interests of the Association; and
- VII. Comply with the Constitution, policies, and applicable laws governing the Association.

### 3.6 Composition of the Executive Committee

The EC consists of the following 10 Executive Committee Members ( from I to X; ECM / office bearers) and more than 48 executive members (XI and XII; EM), as elected or nominated in accordance with clause 4.7:

- I. The President (P) – 1 Position
- II. The Vice-President (VP) – 1 or 2 Positions
- III. The General Secretary (GS) – 1 Position
- IV. The Associated General Secretary (AGS) – 1 or 2 Positions
- V. The Treasurer (T) – 1 Position
- VI. The Organising Secretary (OS) – 1 to 3 Positions
- VII. The Cultural Secretary (CS) – 1 to 3 Positions
- VIII. The Sports Secretary (SS) – 1 to 3 Positions
- IX. Media and Communication Secretary (MCS) – 1 or 2 Positions
- X. Publication Secretary (PS) – 1 to 3 Positions
- XI. College Representative (CRep) – 36+ Positions (3 - 5 positions from each cadet college)
- XII. State Representative (SRep) - 12+ Positions (2 - 3 positions from each state)

At least 3 General Members: The General Members consist of all eligible members of the Association who have duly registered and maintained their membership through the payment of the prescribed annual membership fee.

**Note** - An Executive Member (positions I to X) may simultaneously hold an office-bearer and a college/state/territory representative position.

### 3.7 Election of committee members

- I. Any member of the Association may nominate for election to the position of Office Bearer, Executive Committee Member, or Executive Member, except for the positions of President, General Secretary, and Treasurer.
- II. To be eligible for nomination to the position of President, General Secretary, or Treasurer, a member must have previously served as an Executive Committee Member or Executive Member for at least one full term (three years) and must have completed 6 years of studies in a respective cadet college.
- III. Upon completion of their term/s, the President shall automatically become a member of the Advisory Committee.
- IV. An ECM can hold a specific position for a maximum of two terms.
- V. The nomination must be:
  - a) Electronically lodged via the ECA website, and
  - b) A non-refundable application fee may be determined by the serving EC and charged for nomination, and
  - c) Endorsed by at least 2 members of the association, not including the candidate, and
  - d) accompanied by the written consent of the candidate to the nomination, and
  - e) given to the secretary at least 14 days before the date fixed for the annual general meeting at which the election is to take place.
- VI. If insufficient nominations are received to fill all vacancies:
  - a) the candidates nominated are taken to be elected, and
  - b) a call for further nominations must be made at the meeting.
- VII. 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.
- VIII. Vacancies that remain after a call for further nominations are deemed casual vacancies.
- IX. If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- X. 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 committee.

### 3.8 Terms of office

- I. The term of office of the Executive Committee is three years
- II. Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next election at the annual general meeting.
- III. A member is eligible, if otherwise qualified, for re-election.
- IV. The President could serve a maximum of one term, while other Executive Committee members may serve a maximum of two terms in the same position.

### 3.9 Vacancies in the office

- I. A casual vacancy in the office of a committee member arises if the member:
  - a) dies, or
  - b) ceases to be a member of the association, or
  - c) resigns from office by written notice given to the secretary, or
  - d) is removed from office by the association under this clause, or
  - e) is absent from 3 consecutive meetings of the committee without the consent 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 the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - i) becomes a mentally incapacitated person.
- II. The association in a 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.
- III. 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 14 days before the general meeting at which the proposed resolution will be considered.
- IV. 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.
- V. 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.
- VI. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

### 3.10 President

The President is the principal office bearer of the Association and is responsible for providing leadership, direction, and oversight to ensure the Association operates in accordance with its Constitution, objectives, and applicable laws. The President shall:

- I. Provide strategic leadership and guidance to the Executive Committee and members.
- II. Preside over General Meetings, Annual General Meetings (AGMs), Special General Meetings, and Executive Committee meetings.
- III. Ensure that meetings are conducted in an orderly, fair, and effective manner.
- IV. Represent the Association in dealings with government bodies, community organisations, sponsors, stakeholders, and the public.
- V. Act as the official spokesperson for the Association when authorised by the Executive Committee.

- VI. Ensure that the Association complies with its Constitution, policies, and all relevant legislative and regulatory requirements.
- VII. Oversee the implementation of decisions made by the Executive Committee and members.
- VIII. Promote the objectives, vision, and values of the Association.
- IX. Support and supervise Executive Committee members in the performance of their duties.
- X. Encourage member participation, engagement, and volunteer involvement in Association activities.
- XI. Work collaboratively with the Secretary and Treasurer to ensure effective governance and sound financial management.
- XII. Exercise a casting vote in the event of a tied vote at a meeting, where permitted under the Constitution.
- XIII. Perform any other duties delegated by the Executive Committee or required under the Constitution.
- XIV. The President shall act in the best interests of the Association at all times and uphold the principles of good governance, transparency, accountability, and integrity.

### 3.11 General Secretary

The General Secretary is the principal administrative officer of the Association and is responsible for ensuring the efficient administration of the Association's affairs in accordance with the Constitution, policies, and applicable laws. The General Secretary shall:

- I. Maintain accurate records of the Association, including membership records, meeting minutes, correspondence, and official documents.
- II. Prepare and distribute notices, agendas, and supporting documents for General Meetings, Annual General Meetings (AGMs), Special General Meetings, and Executive Committee meetings.
- III. Attend and record the minutes of all meetings and ensure that approved minutes are securely maintained.
- IV. Manage the Association's correspondence and act as the primary point of contact for official communications.
- V. Maintain and update the register of members in accordance with the Constitution and relevant legislation.
- VI. Ensure that all statutory records and documents required by law are properly maintained and lodged with the relevant authorities within prescribed timeframes.
- VII. Assist the President and Executive Committee in implementing decisions and carrying out the Association's activities.
- VIII. Coordinate communication between Executive Committee members, subcommittees, and the general membership.
- IX. Safeguard the Association's Constitution, policies, records, common seal (if applicable), and other official documents.
- X. Prepare and present an annual report on the administrative activities of the Association at the Annual General Meeting.
- XI. Facilitate the conduct of elections and maintain records of office bearers and committee members.
- XII. Support the organisation and administration of Association events, programs, and activities as directed by the Executive Committee.

- XIII. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XIV. The General Secretary shall act in the best interests of the Association and uphold the principles of good governance, accountability, transparency, and confidentiality.

### 3.12 Treasurer

The Treasurer is the principal financial officer of the Association and is responsible for overseeing its financial affairs in accordance with the Constitution, relevant legislation, and sound financial management practices. The Treasurer shall:

- I. Maintain accurate and up-to-date financial records of the Association.
- II. Receive, record, and bank all monies received by the Association.
- III. Ensure that all payments are authorised and made in accordance with the Association's policies and approved budgets.
- IV. Monitor the Association's income, expenditure, assets, and liabilities.
- V. Prepare and present regular financial reports to the Executive Committee and members.
- VI. Prepare annual financial statements for presentation at the Annual General Meeting (AGM).
- VII. Assist the Executive Committee in developing and monitoring the Association's annual budget.
- VIII. Ensure that all financial records are maintained in accordance with applicable laws, accounting standards, and regulatory requirements.
- IX. Arrange for the auditing or independent review of the Association's accounts where required by law or by resolution of the Association.
- X. Ensure that all Association funds are deposited into accounts held in the name of the Association.
- XI. Maintain appropriate financial controls and safeguard the Association's assets and resources.
- XII. Oversee the collection and recording of membership fees, subscriptions, donations, grants, sponsorships, and other income.
- XIII. Ensure that all taxation, reporting, and regulatory obligations of the Association are met.
- XIV. Provide financial advice and recommendations to the Executive Committee to support informed decision-making.
- XV. Make available all financial records for inspection, audit, or handover when required.
- XVI. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVII. The Treasurer shall act in the best interests of the Association and uphold the principles of accountability, transparency, integrity, and responsible financial management.

### 3.13 Organising Secretary

The Organising Secretary is responsible for coordinating and managing the Association's events, activities, programs, and logistical arrangements to support the achievement of the Association's objectives. The Organising Secretary shall:

- I. Plan, coordinate, and oversee the organisation of the Association's events, meetings, programs, and activities.
- II. Develop event schedules, timelines, and operational plans in consultation with the Executive Committee.

- III. Coordinate volunteers, subcommittees, and members involved in Association activities.
- IV. Arrange venues, equipment, catering, permits, and other logistical requirements for meetings and events.
- V. Work closely with the President, General Secretary, and Treasurer to ensure the successful delivery of Association activities.
- VI. Promote and encourage member participation in Association events and programs.
- VII. Assist in recruiting and coordinating volunteers for Association projects and events.
- VIII. Monitor the progress of planned activities and provide regular updates to the Executive Committee.
- IX. Ensure that events and activities are conducted safely and in accordance with relevant laws, regulations, and Association policies.
- X. Maintain records relating to events, attendance, volunteers, and activity outcomes.
- XI. Assist in preparing annual activity plans and reports for presentation to the Executive Committee and Annual General Meeting (AGM).
- XII. Liaise with external organisations, sponsors, service providers, and community groups as required for Association activities.
- XIII. Support fundraising, community engagement, cultural, educational, and social initiatives undertaken by the Association.
- XIV. Identify opportunities for new programs and activities that align with the Association's objectives.
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The Organising Secretary shall act in the best interests of the Association and promote teamwork, member engagement, effective communication, and the successful delivery of the Association's programs and activities.

### 3.14 Cultural Secretary

The Cultural Secretary is responsible for planning, promoting, and coordinating the Association's cultural activities to support its objectives, values, and community engagement initiatives. The Cultural Secretary shall:

- I. Develop and coordinate cultural programs, events, and activities that promote the Association's cultural, social, and community objectives.
- II. Organise cultural celebrations, festivals, performances, exhibitions, workshops, and other related activities.
- III. Promote awareness, appreciation, and preservation of cultural heritage, traditions, languages, arts, and customs relevant to the Association.
- IV. Work collaboratively with the Executive Committee to develop an annual calendar of cultural events and activities.
- V. Coordinate performers, artists, speakers, volunteers, and participants involved in cultural programs.
- VI. Liaise with community groups, cultural organisations, sponsors, and external stakeholders to support cultural initiatives.
- VII. Assist in promoting cultural events through the Association's communication channels and publicity materials.
- VIII. Encourage member participation and engagement in cultural activities and programs.

- IX. Maintain records of cultural events, activities, attendance, and outcomes.
- X. Assist in preparing budgets and resource requirements for cultural programs in consultation with the Treasurer and Executive Committee.
- XI. Ensure that cultural activities are conducted in a safe, inclusive, respectful, and culturally appropriate manner.
- XII. Support fundraising and community engagement initiatives through cultural programs and events where appropriate.
- XIII. Prepare reports on cultural activities for presentation to the Executive Committee and Annual General Meeting (AGM).
- XIV. Foster relationships with cultural institutions, artists, performers, educators, and community leaders.
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The Cultural Secretary shall act in the best interests of the Association and promote cultural diversity, inclusion, community participation, mutual respect, and the preservation of cultural heritage.

### 3.15 Sports Secretary

The Sports Secretary is responsible for planning, coordinating, and promoting sporting and recreational activities that support the Association's objectives and encourage member participation, health, and community engagement. The Sports Secretary shall:

- I. Plan, organise, and coordinate sporting events, tournaments, competitions, and recreational activities conducted by the Association.
- II. Promote participation in sports and physical activities among members of the Association.
- III. Develop an annual sports and recreation program in consultation with the Executive Committee.
- IV. Coordinate teams, participants, coaches, volunteers, and officials involved in Association sporting activities.
- V. Arrange venues, equipment, uniforms, registrations, permits, and other logistical requirements for sporting events.
- VI. Ensure that sporting activities are conducted in accordance with applicable laws, safety requirements, and Association policies.
- VII. Encourage fair play, sportsmanship, inclusiveness, and respect among participants.
- VIII. Liaise with sporting organisations, community groups, sponsors, local councils, and other stakeholders to support sporting initiatives.
- IX. Maintain records of sporting events, participants, results, achievements, and attendance.
- X. Assist in preparing budgets and resource requirements for sports programs in consultation with the Treasurer and Executive Committee.
- XI. Promote sporting events through the Association's communication and publicity channels.
- XII. Identify opportunities for members to participate in external sporting competitions, community events, and inter-association tournaments.
- XIII. Assist with fundraising and community engagement activities through sports-related events where appropriate.
- XIV. Prepare reports on sports activities and achievements for presentation to the Executive Committee and Annual General Meeting (AGM).

- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The Sports Secretary shall act in the best interests of the Association and promote health, wellbeing, teamwork, inclusiveness, community participation, and the positive values of sport.

### 3.16 Media and Communication Secretary

The Media and Communication Secretary is responsible for managing the Association's internal and external communications, promoting its activities, and maintaining a positive public image in support of the Association's objectives. The Media and Communication Secretary shall:

- I. Develop and implement communication strategies to promote the Association's objectives, activities, and achievements.
- II. Manage the Association's official communication channels, including its website, social media platforms, newsletters, and other digital or print publications.
- III. Prepare and distribute announcements, notices, newsletters, media releases, and promotional materials on behalf of the Association.
- IV. Promote Association events, programs, campaigns, and initiatives through appropriate communication and media channels.
- V. Maintain and enhance the public image, reputation, and branding of the Association.
- VI. Act as a liaison with media organisations, journalists, community groups, and other external stakeholders as authorised by the Executive Committee.
- VII. Ensure that information communicated to members and the public is accurate, timely, professional, and consistent with the Association's objectives and policies.
- VIII. Coordinate the collection and publication of news, achievements, member stories, photographs, and event reports.
- IX. Assist in developing marketing and promotional campaigns to increase membership, participation, sponsorship, and community engagement.
- X. Maintain records and archives of publications, media releases, photographs, promotional materials, and communication activities.
- XI. Support the Executive Committee in communicating important decisions, policies, and updates to members.
- XII. Ensure compliance with privacy, copyright, and media-related laws and regulations when publishing content.
- XIII. Collaborate with other Executive Committee members to promote cultural, sporting, educational, social, and community activities of the Association.
- XIV. Prepare reports on media, communication, and promotional activities for presentation to the Executive Committee and Annual General Meeting (AGM).
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The Media and Communication Secretary shall act in the best interests of the Association and uphold the principles of professionalism, transparency, accuracy, inclusiveness, and responsible communication.

### 3.17 Publication Secretary

The Publication Secretary is responsible for managing the creation, editing, publication, and distribution of the Association's official publications and ensuring that information shared with members and stakeholders is accurate, professional, and aligned with the Association's objectives.

The Publication Secretary shall:

- I. Plan, coordinate, edit, and oversee the production of the Association's newsletters, magazines, journals, reports, brochures, and other publications.
- II. Ensure that all publications accurately reflect the objectives, activities, and achievements of the Association.
- III. Collect, compile, and organise articles, reports, photographs, announcements, and other content for publication.
- IV. Work collaboratively with Executive Committee members, contributors, and volunteers to develop publication content.
- V. Maintain editorial standards and ensure that publications are clear, accurate, professional, and appropriate for the intended audience.
- VI. Manage publication schedules and ensure timely production and distribution of Association publications.
- VII. Oversee the design, formatting, printing, and electronic distribution of publications.
- VIII. Ensure compliance with copyright, privacy, and intellectual property laws and regulations in all published materials.
- IX. Maintain archives and records of all Association publications and related materials.
- X. Promote the Association's publications and encourage contributions from members.
- XI. Coordinate the preparation of annual reports, event publications, commemorative publications, and special editions as required.
- XII. Liaise with printers, designers, publishers, sponsors, and other service providers where necessary.
- XIII. Assist the Media and Communication Secretary in promoting Association activities through publications and information materials.
- XIV. Provide regular reports on publication activities to the Executive Committee and the Annual General Meeting (AGM).
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The Publication Secretary shall act in the best interests of the Association and uphold the principles of accuracy, professionalism, transparency, creativity, and responsible information sharing.

### 3.18 College Representatives

The College Representatives are responsible for representing the interests, views, and concerns of members within their respective cadet college cohorts and facilitating effective communication between the members and the Association's Executive Committee. The College Representatives shall:

- I. Represent the interests, views, and concerns of the members within their respective colleges.
- II. Act as a liaison between the Executive Committee and the members they represent.
- III. Promote the objectives, activities, and initiatives of the Association within their cadet college.
- IV. Encourage member participation in Association meetings, events, programs, and activities.
- V. Communicate relevant information, announcements, and decisions of the Executive Committee to members in a timely manner.
- VI. Gather feedback, suggestions, and concerns from members and present them to the Executive Committee for consideration.
- VII. Assist in identifying the needs and interests of members and contribute to the development of programs and activities that address those needs.
- VIII. Support membership recruitment, retention, and engagement initiatives within their cadet college.
- IX. Assist in organising and promoting Association events, projects, and community activities.
- X. Foster positive relationships, cooperation, and inclusiveness among members.
- XI. Attend meetings of the Executive Committee and other meetings as required by the Constitution or Executive Committee.
- XII. Provide reports and updates on activities, issues, and developments within their group when requested.
- XIII. Uphold and promote the Constitution, policies, values, and objectives of the Association.
- XIV. Maintain confidentiality regarding sensitive matters discussed within the Association.
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The College Representatives shall act in the best interests of the Association and promote effective communication, member engagement, collaboration, inclusiveness, and community participation.

### 3.19 State or Territory Representatives

The State or Territory Representatives are responsible for representing the interests of members within their respective State or Territory and supporting the Association's activities, growth, and engagement at the local level. The State or Territory Representatives shall:

- I. Represent the Association and its members within their designated State or Territory.
- II. Act as a liaison between members in their State or Territory and the Executive Committee.
- III. Promote the objectives, programs, activities, and initiatives of the Association within their jurisdiction.
- IV. Encourage membership growth, retention, and active participation within their State or Territory.

- V. Communicate Association announcements, policies, decisions, and opportunities to local members in a timely manner.
- VI. Gather feedback, concerns, suggestions, and ideas from members and communicate them to the Executive Committee.
- VII. Assist in organising and coordinating local meetings, networking events, cultural programs, sporting activities, educational initiatives, and community engagement activities.
- VIII. Identify opportunities for partnerships, sponsorships, collaborations, and community engagement within their State or Territory.
- IX. Support the establishment and development of local chapters, branches, or member networks where approved by the Executive Committee.
- X. Provide regular reports and updates on membership activities, local events, and issues affecting members within their jurisdiction.
- XI. Assist in recruiting volunteers and supporting Association projects and initiatives.
- XII. Promote positive relationships among members and foster a spirit of unity, inclusion, and collaboration.
- XIII. Ensure that local activities are conducted in accordance with the Constitution, policies, and directives of the Association.
- XIV. Attend Executive Committee meetings, General Meetings, and other Association meetings as required.
- XV. Perform any other duties assigned by the Executive Committee or required under the Constitution.
- XVI. The State or Territory Representative shall act in the best interests of the Association and uphold the principles of integrity, professionalism, inclusiveness, accountability, and effective member representation.

## 3.20 General Members

General Members are entitled to participate in the Association's activities and governance and are responsible for supporting and promoting its objectives, values, and interests. General Members shall:

- I. Uphold and support the objectives, values, and interests of the Association.
- II. Comply with the Constitution, bylaws, policies, and lawful resolutions of the Association.
- III. Maintain their membership in good standing, including the payment of any membership fees or subscriptions as prescribed by the Association.
- IV. Participate in General Meetings, Annual General Meetings (AGMs), Special General Meetings, and other Association activities where possible.
- V. Exercise their voting rights responsibly in accordance with the Constitution.
- VI. Contribute positively to the development, growth, and success of the Association.
- VII. Promote a culture of respect, inclusiveness, integrity, and professionalism within the Association.
- VIII. Support Association events, programs, projects, and community engagement initiatives.
- IX. Respect the rights, dignity, and opinions of other members.
- X. Provide feedback, suggestions, and recommendations to assist in improving the Association's activities and services.
- XI. Volunteer their time, skills, knowledge, and expertise where appropriate to support the Association's objectives.
- XII. Maintain the confidentiality of sensitive Association information where required.

- XIII. Avoid conduct that may bring the Association into disrepute or adversely affect its reputation, operations, or members.
- XIV. Notify the Association of any changes to their contact details or membership information.
- XV. Cooperate with the Executive Committee and other members in promoting the welfare and best interests of the Association.

### 3.21 Rights of General Members

Subject to the Constitution and any membership requirements, General Members may:

- I. Attend, speak, and vote at General Meetings of the Association;
- II. Nominate for and hold elected positions within the Association where eligible;
- III. Receive notices, reports, and information issued by the Association;
- IV. Participate in the Association's programs, activities, events, and initiatives;
- V. Submit proposals, recommendations, and motions for consideration by the Association;
- VI. Access the benefits and services provided by the Association in accordance with its policies, and
- VII. Act in good faith and in a manner that supports the continued success, reputation, and sustainability of the Association.

### 3.22 Delegation to Subcommittees

- I. The EC may:
  - a) Establish 1 or more subcommittees to assist the committee in exercising the committee's functions, and
  - b) appoint 1 or more members of the association to be the members of the subcommittee.
- II. The EC may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
  - a) this power of delegation, or
  - b) 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.

## *Division 2      Procedure*

### **3.23      Committee meetings**

- I.      The Executive Committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- II.     Additional meetings of the committee may be called by the Executive Committee.
- III.    The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

### **3.24      Notice of committee meeting**

- I.      The secretary must give each committee member oral 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:
  - a)     the business described in the notice, and
  - b)     business that the committee members present at the meeting unanimously agree is urgent business.

### **3.25      Quorum**

- I.      The quorum for a meeting of the committee is 33% of the 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:
  - a)     to the same place, and
  - b)     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 fewer than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association to enable a quorum to be formed.
- VI.    A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- VII.   This clause does not apply to the filling of a casual vacancy to which clause 3.9 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

### 3.26 Presiding committee member

- I. 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, the General Secretary.
- II. 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.

### 3.27 Voting

A quorum for any meeting, including the Annual General Meeting, is achieved when at least one-third of the members are present, either in person or online.

Where a quorum is present, a resolution is carried if it receives the support of a majority of the votes cast (more than 50%) by members attending the meeting. Such a resolution is deemed to be a decision of the committee or, where applicable, the subcommittee.

### 3.28 Acts valid despite vacancies or defects

- I. Subject to clause 23(1), 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 member of the committee or subcommittee.

### 3.29 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 circulating papers, a written resolution, approved in writing by a majority of committee members, is deemed 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 member who speaks on a matter can be heard by the other members.
- IV. 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).
- V. A resolution approved under subclause (2) 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 2 or more venues using technology.

## 4. Part 4 - General meetings of the Association

### 4.1 Annual general meetings

- I. The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- II. The association must hold subsequent annual general meetings within:
  - a) 6 months of the last day of the association's financial year, or
  - b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- III. 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.
- IV. The business that may be transacted at an annual general meeting includes the following:
  - a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - b) receiving reports from the committee on the association's activities during the previous financial year,
  - c) electing office-bearers and ordinary committee members,
  - d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

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

### 4.2 Special general meetings

- I. The committee may call a special general meeting whenever the committee thinks fit.
- II. The committee must call a special general meeting if the committee receives a request made by at least 25% of the total number of members.
- III. The request:
  - a) must be in writing, and
  - b) must state the purpose 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 members, and
  - e) must be lodged with the secretary, and
  - f) may be in electronic form and signed and lodged electronically.
- IV. If the committee fails to call a special general meeting 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.
- V. A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### 4.3 Notice of general meeting

- I. 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.
- II. 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.
- III. 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 28(4).
- IV. A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- V. 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.

## 4.4 Quorum

- I. The quorum for a general meeting is 33% members of the association entitled to vote under this constitution.
- II. No business may be transacted at a general meeting unless a quorum is present.
- III. 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.
- IV. 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.

## 4.5 Adjourned meetings

- I. 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.
- II. The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- III. 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.

## 4.6 Presiding member

- I. 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, the General Secretary.
- II. 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.

## 4.7 Right to Vote

- I. 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.
- II. Each member has 1 vote.
- III. A question raised at the meeting must be decided by:
  - a) a show of hands, or
  - b) if clause 3.27 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
    - (ii) at least 5 members agree the question should be determined by ballot.
- IV. If a question is decided using a method referred to in clause 3.27, 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.
- V. A written ballot must be conducted in accordance with the directions of the member presiding.
- VI. A member cannot cast a vote by proxy.

## 4.8 Postal, electronic or combined ballots

- I. 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 8.
- II. The ballot must be conducted in accordance with Schedule 2 of the Regulation.

## 4.9 Transaction of business outside meetings or by telephone or other means

- I. The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.

- II. 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.
- III. 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.
- IV. 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).
- V. A resolution approved under subclause (2) 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. Part 5 - Administration

### 5.1 Change of name, objects or constitution

- I. 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) a committee member.

### 5.2 Funds

- I. Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
  - a) the entrance fees and annual subscription fees payable by members,
  - b) donations,
  - c) other sources as determined by the committee.
- II. 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.
- III. 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.
- IV. A cheque or other negotiable instrument must be signed by the General Secretary and Treasurer or 2 EC nominees .

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

### 5.3 Insurance

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

### 5.4 Non-profit status

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.

**Note:** See the Act, section 40.

### 5.5 Service of notices

- I. For the purposes of this constitution, a notice may be given to or served on a person:

- a) by delivering the notice to the person personally, or
  - b) by sending the notice by pre-paid post to the address of the person, or
  - c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- II. A notice is taken to have been given to or served on a person, unless the contrary is proved:
- a) for a notice given or served personally - on the date on which the notice is received by the person, or
  - b) 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
  - c) 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.

## 5.6 Custody of records and books

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

- I. at the association's main premises, in the custody of either of the following persons, as determined by the committee:
  - a) the public officer/General Secretary,
  - b) a member of the association, or
- II. If the association has no premises, at the association's official address, in the custody of the public officer/General Secretary.

## 5.7 Inspection of records and books

- I. 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.
- II. A member may inspect a document referred to in subclause (1):
  - a) in hard copy, or
  - b) in electronic form, if available.
- III. A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$10, as determined by the committee, for each page copied.
- IV. 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.

## 5.8 Financial year

The association's financial year is:

The period commencing on the date of incorporation of the association and ending on the following 30 June, and  
each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

## 5.9 Distribution of property on winding up

- I. Subject to the Act and the Regulation, in a winding up of the association, the surplus property / assets cannot go to founders or members of the association and must be transferred to another organisation:
  - a) with similar purposes, and
  - b) which is not carried on for the profit or gain of the organisation's members e.g. NFP organisation.

In this clause: ***surplus property*** has the same meaning as in the Act, section 65.