



CONSTITUTION OF THE TASMANIAN BANDS LEAGUE INC.

ADOPTED: 15/11/2020

Contents:

Part 1 – General	3
1. Name of Association	3
2. Interpretation	3
3. Alteration of the constitution of the Association	4
4. Objects and purposes of the Association	4
5. Office of the Association	5
6. Officers of the Association	5
7. Patron of the Association	5
Part 2 – Membership	6
8. Membership of the Association	6
9. Rights and obligations of membership	7
10. Annual membership subscriptions	7
11. Duration of membership	8
12. Expulsion of members/Officers	9
13. Appeals against expulsion of member or Officer	10
14. Disputes	11
15. Life membership	11
Part 3 – Committees	12
16. Affairs of Association to be managed by Committee	12
17. Membership of the Committee	13
18. Election of Committee members	14
19. Vacation of certain offices	15
20. Meetings of the Committee	16
21. Disclosure of interests by Committee	18
22. Executive Committee	18
23. Subcommittees	19
24. Music Advisory Board (MAB)	20
25. Drill Advisory Board (DAB)	20
Part 4 – General Meetings	21
26. Annual general meetings	21
27. Special general meetings	22
28. Notices of general meetings	23
29. Business and quorum of general meetings	23
30. Chairperson of general meetings	24

31. Adjournment of general meetings	25
32. Determination of questions at general meetings	25
33. Votes	26
Part 5 – Assets	26
34. Income and property of the Association	26
35. Accounts of receipts, expenditure, etc	27
36. Banking and finance	27
37. Auditors and auditing of accounts	29
38. Seal of Association	30

PART 1 – GENERAL

1. Name of Association

The name of the association is to be the Tasmanian Bands League Incorporated (in this constitution referred to as the **Association**).

2. Interpretation

(1) In this constitution –

accounting records means the records required to be kept under clause 35;

Act means the *Associations Incorporation Act 1964*;

annual general meeting (AGM) means an annual general meeting of the Association under clause 26;

Association means the association specified in clause 1;

auditor means the person appointed as the auditor of the Association under clause 37;

Committee means the committee of management of the Association constituted in accordance with clause 17(1);

Committee member means a member of the Committee;

Executive Committee means the persons specified as the Executive Committee of the Association under clause 22(1);

financial year, in relation to the Association, means the period of 12 months commencing 1 January in any year;

general meeting means an annual general meeting or a special general meeting;

member, in any financial year, means –

(a) an organisation affiliated with the Association –

(i) whose name is in the register in accordance with clause 8(4)(b); and

(ii) who has no annual membership subscription due and owing under clause 10 for that financial year; or

(b) an individual approved as life member under clause 15;

membership means the membership of the Association;

model rules has the same meaning as in the Act;

ordinary committee member means a Committee member

who –

(a) is representing a member that is an organisation affiliated with the Association; and

(b) is not a member of the Executive Committee;

Officers of the Association or **Officers** means members of the Committee in accordance with clause 6;

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

register means the register of members kept by the Secretary;

regulations and by-laws means the written rules of the Association that provide a framework for its operation and management;

special general meeting means a special general meeting of the Association under clause 27.

- (2) Unless the contrary intention appears, the *Acts Interpretation Act 1931* applies to the interpretation of this constitution as if it were regulations under the Act.

3. Alteration of the constitution of the Association

Alteration of the constitution of the Association must be in accordance with the Act.

4. Objects and purposes of the Association

The objects and purposes of the Association consist of the basic objects of the Association, namely to carry on the organisation previously known as The Tasmanian Bands League 1989, and the following objects and purposes:

- (a) to consolidate the interest and welfare of members for their mutual advantage;
- (b) to promote and maintain good fellowship amongst members;
- (c) to stimulate and educate public opinion to the value of band music;
- (d) to create a public demand for band music by providing musical recitals, entertainment and competitions;

- (e) to assist charitable organisations;
- (f) to inaugurate and control instrumental contests including championships;
- (g) to assist in moulding the national character by providing a healthy musical environment;
- (h) to inculcate and foster the study of instrumental music, and assist Music(al) Directors/Conductors and Drum Majors in the betterment of their performances by means of workshops and seminars;
- (i) to affiliate with kindred organisations for mutual benefits;
- (j) as specified in clause 4 of the model rules specified in Schedule 1 of the [*Associations Incorporation \(Model Rules\) Regulations 2017*](#).

5. Office of the Association

The office of the Association is to be at the Secretary's address or such other place as the Committee, from time to time, determines.

6. Officers of the Association

The Officers of the Association are –

- (a) the President and;
- (b) three Vice Presidents –
 - (i) one representing the southern region; and
 - (ii) one representing the northern region; and
 - (iii) one representing the north-western region; and
- (c) the Secretary; and
- (d) the Treasurer; and
- (e) the Chair of the Music Advisory Board; and
- (f) the Chair of the Drill Advisory Board.

7. Patron of the Association

- (1) The Committee may nominate, at a general meeting, a person to be patron of the Association.
- (2) A nomination of a patron must not be made, unless the nomination has recorded at least 75% support of the

Committee eligible to vote at the meeting of the Committee at which the nomination is decided.

- (3) Approval of a person to be a patron of the Association is only to be confirmed by the support of at least 75% of the members eligible to vote at the general meeting at which the nomination is made.
- (4) A person ceases to be a patron of the Association if the person –
 - (a) dies; or
 - (b) resigns by written notice to the Committee; or
 - (c) is unable to continue due to ill health; or
 - (d) is notified in writing, on instruction by the Committee, that his or her appointment as patron has been revoked.

PART 2 – MEMBERSHIP

8. Membership of the Association

- (1) The membership of the Association, in any financial year, is to be comprised of –
 - (a) organisations formed for the management of bands that have been approved as a member under this clause; and
 - (b) persons who have been awarded life membership as specified in clause 15.
- (2) An organisation (***the nominee***) may apply for membership by –
 - (a) completing the Association membership application form and submitting it to the Secretary; and
 - (b) paying the membership application fee, as set by the Committee.
- (3) An application under subclause (2) is to be considered at the first meeting of the Committee held after the application has been submitted.

- (4) If the Committee approves the nomination, the Secretary is to –
 - (a) inform the nominee in writing of the approval; and
 - (b) enter the nominee's name in the register.
- (5) The register, as in effect at the commencement of this constitution, is taken to be a true and accurate reflection of the membership of the Association.

9. Rights and obligations of membership

- (1) A right or privilege of, or an obligation held by, a member by virtue of its membership –
 - (a) is not transferrable; and
 - (b) ceases to have effect on the resignation, or expulsion, of the member from the Association.
- (2) In the event of the Association being wound up –
 - (a) every member, except life members; and
 - (b) every former member who, within the 12 months immediately before the winding up of the Association, was a member of the Association –is liable to contribute to the assets of the Association a sum, not exceeding one hundred dollars (\$100.00), as may be required for the payment of the debts and liabilities of the Association including the costs, charges and expenses of the winding up of the Association.
- (3) Subclause (2)(b) does not apply in respect of a former member if the debt or liability of the Association to be paid under that subclause was incurred by the Association after the former member ceased to be a member.

10. Annual membership subscriptions

- (1) The annual subscription payable by a member in a financial year is to be set by the Committee at the November meeting of the Committee prior to the financial year for which the subscription is payable.

- (2) An annual subscription may be set for members in such categories contained in the Association's regulations and by-laws as to be agreed at the November meeting of the Committee.
- (3) The annual subscription of a member is due and payable by 31 January of each year after the November meeting of the Committee at which it is set, unless otherwise agreed between the member and the Committee.
- (4) If no annual subscription is set at the November meeting of the Committee, the annual subscription for the financial year in which the annual general meeting is held is to be the annual subscription payable for the immediately preceding financial year.

11. Duration of membership

- (1) The membership of a member ceases to have effect if the member –
 - (a) resigns in writing in accordance with subclause (2); or
 - (b) subject to subclause (6), fails to pay the relevant annual subscription fee in accordance with clause 10; or
 - (c) is expelled from the Association under clause 12.
- (2) A member may resign from the Association, at any time, by serving the Secretary with a written notice of resignation.
- (3) A resignation of a member takes effect from the Secretary being served with a written notice of resignation from the member under subclause (1).
- (4) Despite subclause (3), a member who has served a written notice of resignation on the Secretary may withdraw that notice at any time within 2 weeks after serving the notice.

- (5) The Committee may instruct the Secretary to remove the member's name from the register if at least 30 days have passed since the member ceased to be a member of the Association.
- (6) Despite subclause (1)(b), the Committee may reinstate a member on the payment of all the member's arrears if the Committee sees fit to do so.
- (7) A member who has tendered their resignation may apply to the committee for a pro-rata fee refund of the annual subscription fee paid by the member for the financial year in which the member resigns.

12. Expulsion of members/Officers

- (1) The Committee may expel a member or Officer from the Association if, in the opinion of the Committee, the member or Officer is guilty of conduct that is detrimental to the interests of the Association.
- (2) If the Committee expels a member or Officer from the Association, the public officer is to cause a written notice to be served on the member or Officer, as soon as practicable –
 - (a) stating that the Committee has expelled the member or Officer; and
 - (b) specifying the grounds for that expulsion; and
 - (c) informing the member or Officer of their right to appeal under clause 13 in respect of the expulsion.
- (3) The expulsion of a member or Officer under subclause (1) does not take effect until the latter of the following:
 - (a) in relation to a member, the removal of the member's name from the register by the Secretary in accordance with this constitution, which is not to occur any earlier than the fifteenth day after the day on which a notice is served on the member under subclause (2);

- (b) in relation to an Officer, on the fifteenth day after the day on which a notice is served on the Officer under subclause (2);
 - (c) if the member or Officer exercises their right to appeal against the expulsion, the conclusion of the special general meeting convened to hear the appeal in accordance with clause 13.
- (4) An expelled member's subscription fees are forfeit once the member's name has been removed from the register.

13. Appeals against expulsion of member or Officer

- (1) A member or Officer may appeal against their expulsion from the Association by serving on the public officer, within 14 days after the service of a notice on the member or Officer under clause 12(2), a written request demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a request under subclause (1), the public officer is to immediately notify the Committee of the written request.
- (3) The Committee is to cause a special general meeting to be held within 21 days after the day on which a written request under subclause (1) is received by the public officer.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this clause –
 - (a) no business is to be transacted other than the appeal; and
 - (b) the Committee is to place before the meeting details of the grounds for the expulsion and the Committee's reasons for the expulsion; and
 - (c) the member or Officer to be expelled must be given an opportunity to address, and be heard by, the members present at the meeting; and
 - (d) the members who are present at the meeting, and eligible to vote, are to vote by secret ballot on the question as to whether the expulsion should be lifted or confirmed.

- (5) If, at the special general meeting, a majority of the members present vote in favour of the lifting of the expulsion or there is an equality of votes, the expulsion is lifted and the member or Officer to be expelled is to continue as a member or Officer.
- (6) If, at the special general meeting, a majority of the members vote in favour of confirming the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member or Officer ceases to be a member or Officer; and
 - (c) the Secretary is to remove the expelled member's name from the register.

14. Disputes

- (1) Subject to this clause, a dispute between a member or Officer, in their capacity as a member or Officer, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- (2) Nothing in this clause affects the operation of clause 13.

15. Life membership

- (1) If a member believes an individual has rendered the Association diligent and distinctive service, the member may nominate that individual, in accordance with the regulations and by-laws of the Association, for consideration by the Committee for life membership of the Association.
- (2) A nomination of a person for life membership must be approved by at least 75% of the Committee in attendance at a meeting of the Committee where the nomination is considered by the Committee in accordance with the regulations and by-laws of the Association.
- (3) If a nomination for life membership is approved by the Committee in accordance with subclause (2), the nomination is

to be included on the agenda of the next general meeting, other than a special general meeting under clause 13.

- (4) A nomination for life membership must be approved by at least 75% of the members at the general meeting to which the agenda that includes the nomination relates.
- (5) If a nomination for life membership is approved in accordance of subclause (4), the nominated individual –
 - (a) is a life member of the Association; and
 - (b) has the rights and privileges of members including the right to hold office as an Officer or ordinary committee member but is not entitled to a vote on any question, unless the life member is an ordinary committee member or an Officer; and
 - (c) is no longer required to pay any applicable annual membership subscription under clause 10.

PART 3 – COMMITTEES

16. Affairs of Association to be managed by Committee

- (1) The affairs of the Association are to be managed by a committee of management constituted in accordance with clause 17(1).
- (2) The Committee –
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all or any of the powers, and perform all or any of the functions, of the Association, other than the powers and functions that are required under this constitution to be exercised and performed by members at a general meeting; and
 - (c) may establish regulations and by-laws on the management and administration of the Association; and

- (d) has the power to do anything necessary, or convenient, for the proper management and administration of the Association unless otherwise specified in the Act, this constitution or the regulations and by-laws of the Association.
- (3) Regulations or by-laws established by the Committee under subclause (2)(c) –
 - (a) may specify matters that are to be determined by the Committee under this constitution; and
 - (b) takes effect on the date specified in the regulations or by-laws; and
 - (c) must be made available to members at least twenty eight (28) days before the regulations or by-laws take effect.

17. Membership of the Committee

- (1) The Committee is to consist of –
 - (a) the Officers of the Association as elected in accordance with clause 18;
 - (b) one (1) representative from each member to be an ordinary committee member.
- (2) Each member, other than a life member, is required to provide a representative who is aged 18 years or above to act as an ordinary committee member.
- (3) The Officers of the Association are elected to the Committee until the end of the next annual general meeting after his or her election to the Committee, unless earlier vacated.
- (4) The following positions on the Committee are open for election under clause 18:
 - (a) the President;
 - (b) three Vice Presidents –
 - (i) one representing the southern region; and
 - (ii) one representing the northern region; and

- (iii) one representing the north-western region;
 - (c) the Secretary;
 - (d) the Treasurer;
 - (e) the Chair of the Music Advisory Board;
 - (f) the Chair of the Drill Advisory Board.
- (5) If a Committee member vacates his or her office before the term of office expires the Committee may appoint a person eligible under clause 18 to fill the vacancy until that next annual general meeting.

18. Election of Committee members

- (1) A nomination of a person for election as an Officer of the Association is to be –
 - (a) made in writing on a form approved by the Committee; and
 - (b) endorsed by the person; and
 - (c) signed by a representative of a member of the Association who is eligible to vote; and
 - (d) lodged with the public officer at least fourteen (14) days before the date of the annual general meeting at which the election is to be held.
- (2) Nominations for election of Officers is to be called by the public officer no later than twenty eight (28) days before the annual general meeting at which the election is to be held.
- (3) A person is only eligible for election as an Officer under this clause if the person has attained the age of 18 years as of the date of the annual general meeting at which the election is to be held.
- (4) If the number of nominees received in respect of a position on the Committee is equal to the number required for the position then the nominees are taken to be elected to those positions.

- (5) If the number of nominees received in respect of a position on the Committee exceeds the number required for the position, then a ballot is to be held.
- (6) A ballot required to be held under subclause (5) is to be held at the annual general meeting in the manner determined by the Committee before the annual general meeting is held.
- (7) If a position remains vacant –
 - (a) the chair of the meeting at which the election is held may call for nominees from the floor of the meeting; and
 - (b) any nominee from the floor of the meeting, who is present at the meeting and meets the eligibility requirements specified in subclause (3), may be considered for the position as if he or she had been nominated for the position in accordance with subclause (1), provided the nominee consents to their nomination.
- (8) If a position is vacant after the annual general meeting, the Committee may appoint a person eligible under subclause (3) to fill the vacancy until that next annual general meeting.

19. Vacation of certain offices

A person ceases to hold the position of Committee member if the person –

- (a) dies; or
- (b) resigns in writing addressed to the Committee; or
- (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (d) is unable to perform competently his or her duties as a Committee member, as determined by the other members of the Committee; or
- (e) ceases to be ordinarily resident in Tasmania; or

- (f) is absent from 2 consecutive meetings of the Committee without the permission of the other Committee members;
or
- (g) is expelled from the Association under this constitution.

20. Meetings of the Committee

- (1) The Committee is to meet at least four (4) times per year, in such manner, place and time as the Committee determines, with its first meeting being held within twenty eight (28) days after the AGM at which the Committee was elected.
- (2) A meeting of the Committee, other than a meeting referred to in subclause (1), may be convened by the President, or any five (5) Committee members, by written notice served on each Committee member that specifies the general nature of the business to be transacted at the meeting.
- (3) A meeting of the Committee convened under subclause (2) at the request of at least five Committee members may only transact the business specified in the notice given for that meeting in accordance with that subclause.
- (4) A quorum of the Committee is fifty percent (50%) of the Committee members plus one (1) further Committee member.
- (5) Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- (6) If a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting –
 - (a) if the meeting is a meeting of the committee convened under subclause (2) at the request of at least five Committee members, the meeting is dissolved; or
 - (b) if the meeting is an ordinary meeting of the committee, it is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or

- (ii) at any other place, or in such manner, specified by the chairperson of the meeting of the committee –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (7) At meetings of the Committee, the chairperson of the meeting is to be –
 - (a) the President; or
 - (b) in the absence of the President, one of the Vice Presidents elected to preside as chairperson by the Committee members present at the meeting; or
 - (c) in the absence of the President and all of the Vice Presidents, a Committee member elected to preside as chairperson by the Committee members present at the meeting.
- (8) Any question arising at a meeting of the Committee is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a Committee member, by a poll taken at that meeting in the manner determined by the chairperson of the meeting.
- (9) Each Committee member who is entitled to vote has one vote only on any question arising at a meeting of the Committee.
- (10) A Committee member who holds multiple positions has one vote only.
- (11) All votes are to be given personally.
- (12) In the case of an equality of votes –
 - (a) the question is to be deferred to the next meeting of the Committee; and
 - (b) if there is an equality of votes at that meeting, the question is taken to be decided in the negative.

- (13) Written notice of each meeting of the committee is to be served on each Committee member by –
- (a) giving it to the member at least 14 days before the meeting; or
 - (b) emailing it to the member's email address; or
 - (c) leaving it at, or sending it by post to, the member's postal or residential address in sufficient time for it to be delivered to that address, in the ordinary course of post, before the day on which the meeting is to be held; or
 - (d) such other means as agreed at a previous meeting of the Committee.
- (14) The Committee is to record minutes of its meetings.

21. Disclosure of interests by Committee

- (1) If a Committee member has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee at a meeting, the member is to disclose the nature of the interest to the Committee as soon as practicable after the relevant facts come to the member's knowledge.
- (2) If a Committee member has disclosed a direct or indirect pecuniary interest in a matter being considered –
- (a) the member is not to be present during any deliberation, or vote, held by the Committee in respect of the matter; and
 - (b) any vote cast by the member in respect of the matter is not to be counted.

22. Executive Committee

- (1) The following persons constitute the Executive Committee of the Association:
- (a) the President;
 - (b) three Vice Presidents –
 - (i) one representing the southern region; and

- (ii) one representing the northern region; and
 - (iii) one representing the north-western region;
 - (c) the Secretary; and
 - (d) the Treasurer; and
 - (e) the Chair of the Music Advisory Board; and
 - (f) the Chair of the Drill Advisory Board.
- (2) During the periods between meetings of the Committee, the Executive Committee may issue instructions to the public officer and other persons in relation to matters of urgency connected with the management of the affairs of the Association.
- (3) The Executive Committee is to report on any instructions issued under subclause (2) at the next meeting of the Committee.

23. Subcommittees

- (1) At any time, the Committee may appoint a subcommittee and is to specify the functions and powers of that subcommittee.
- (2) Unless otherwise determined by the Committee, a subcommittee –
- (a) must include at least one Committee member; and
 - (b) may include such other persons that the Committee considers appropriate, whether or not the person is a Committee member.
- (3) A quorum for the transaction of business of a meeting of a subcommittee is fifty percent (50%) plus one (1) subcommittee members.
- (4) Unless otherwise determined by the Committee, clause 20 applies in relation to meetings of the subcommittee as if a reference in that clause to the Committee were a reference to the subcommittee.
- (5) A subcommittee is to –
- (a) issue minutes of its meetings; and

- (b) report meeting outcomes at the next meeting of the Committee.

24. Music Advisory Board (MAB)

- (1) The Committee is to establish a subcommittee, called the Music Advisory Board, to advise the Committee on matters relating to music requirements of the Association, as specified in the regulations and by-laws of the Association.
- (2) The Music Advisory Board is to consist of –
 - (a) the chairperson as elected at the annual general meeting; and
 - (b) five (5) additional members elected at the annual general meeting – as if a reference in clause 18 to a nominee as an Officer of the Association were a reference to a member of the Music Advisory Board.
- (3) if a position is vacant after the annual general meeting, the Committee may appoint a person to fill the vacancy as if a reference in clause 17(5) to a Committee member of the Association were a reference to a member of the Music Advisory Board.
- (4) If any matter that relates to the financial or organisational management of the Association is tabled at a meeting of the Music Advisory Board, the Music Advisory Board –
 - (a) is not to deliberate, or vote, on the matter; and
 - (b) is to refer the matter to the Committee for deliberation.

25. Drill Advisory Board (DAB)

- (1) The Committee is to establish a subcommittee, called the Drill Advisory Board, to advise the Committee on matters relating to drill/marching requirements of the Association, as specified in the regulations and by-laws of the Association.
- (2) The Drill Advisory Board is to consist of –

- (a) the chairperson as elected at the annual general meeting; and
 - (b) three (3) additional members elected at the annual general meeting – as if a reference in clause 18 to a nominee as an Officer of the association were a reference to a member of the Drill Advisory Board.
- (3) if a position is vacant after the annual general meeting, the Committee may appoint a person to fill the vacancy as if a reference in clause 17(5) to a Committee member of the Association were a reference to a member of the Drill Advisory Board.
- (4) If any matter that relates to the financial or organisational management of the Association is tabled at a meeting of the Drill Advisory Board, the Drill Advisory Board –
 - (a) is not to deliberate, or vote, on the matter; and
 - (b) is to refer the matter to the Committee for deliberation.

PART 4 – GENERAL MEETINGS

26. Annual general meetings

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day determined by the Committee, being a day that is not later than two (2) months after the end of the financial year of the Association.
- (3) An annual general meeting is to be in addition to any other general meetings that may be held in that year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.

- (5) The ordinary business of an annual general meeting is to be as follows:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that annual general meeting;
 - (b) to receive from the Committee, auditor and other persons reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to reaffirm the patron (if any);
 - (d) to appoint the auditor and determine his or her remuneration (if any);
 - (e) appoint the Public Officer and determine his or her remuneration (if any);
 - (f) to determine the remuneration of any other person who has provided services or assistance to the Association;
 - (g) to elect the Officers, MAB and DAB committee members of the Association in accordance with this constitution and determine remuneration (if any).
- (6) The ordinary business of an annual general meeting may also include any special business of which notice is given in accordance with clause 28(b).

27. Special general meetings

- (1) The Committee may, at its discretion or by written request, convene a special general meeting of the Association.
- (2) A written request for a special general meeting must –
- (a) be made and signed by–
 - (i) in the case of a written request under clause 13(1), the member to be expelled; and
 - (ii) in any other case, not less than five (5) Committee members; and
 - (b) state the purposes of the proposed special general meeting; and
 - (c) be deposited with the public officer.

- (3) If the Committee does not convene a special general meeting within twenty eight (28) days after a written request under subclause (1) is deposited with the public officer, any member who is a signatory to that request may convene the special general meeting.
- (4) A special general meeting convened under subclause (3) –
 - (a) is to be convened in the same manner, if possible, as if it had been convened by the Committee; and
 - (b) is of no effect if it is convened more than two (2) months after the day the written request was deposited with the public officer.
- (5) The Association is to refund all reasonable costs and expenses of a special general meeting convened under subclause (3).

28. Notices of general meetings

At least 14 days before the day on which a general meeting is to be held by the Association, the public officer is to publish on the website managed on behalf of the Association, or by such other means available to members of the public as determined by the Committee, specifying –

- (a) the manner, place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at that meeting including any special business to be so transacted.

29. Business and quorum of general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members is present at the time the meeting considers that business.

- (3) A quorum of members for the purposes of a general meeting is fifty percent (50%) plus one (1) ordinary committee members who are eligible to vote at the meeting.
- (4) If a quorum is not present within half an hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened at the request of a member under clause 27(2), is dissolved; or
 - (b) if convened by the Committee, is to be adjourned to the same day in the next week at the same time and –
 - (i) at the same place; or
 - (ii) at any other place, or in such manner, specified by the chairperson of the general meeting –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (5) If, at a meeting adjourned under subclause (4)(b), a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

30. Chairperson of general meetings

At each general meeting, the chairperson is to be –

- (a) the President; or
- (b) in the absence of the President, one of the Vice Presidents elected to preside as chairperson by the ordinary committee members present; or
- (c) in the absence of the President and all of the Vice Presidents, any other member of the Executive Committee elected to preside as chairperson by the ordinary committee members; or
- (d) in the absence of the Executive Committee, a member elected to preside as chairperson by the ordinary committee members present.

31. Adjournment of general meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the majority of ordinary committee members present at the meeting.
- (2) No business is to be transacted at an adjourned general meeting other than the business that was not finished at the relevant general meeting before it was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice for the original general meeting.
- (4) If a meeting is adjourned for less than 14 days, notice of adjourned meeting is not required to be given.

32. Determination of questions at general meetings

- (1) A question arising at a general meeting is to be determined on a show of hands of members present and eligible to vote.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, together with an entry to that effect in the minutes of the meeting is evidence of that fact unless a poll is demanded on, or before, such a declaration of the chairperson.
- (3) If a poll is demanded on any question at a general meeting –
 - (a) the poll is to be taken at that meeting in the manner determined by the chairperson; and
 - (b) the result of the poll is taken to be the resolution of the meeting on the question.
- (4) A poll under this clause –
 - (a) must be taken immediately, if the poll relates to a question on the election of a chairperson or on the adjournment of a meeting; or

- (b) may be taken at any other point before the close of the meeting, if the poll relates to any other question.

33. Votes

- (1) On any question arising at a general meeting, an ordinary committee member eligible to vote has one vote only.
- (2) All votes are to be given personally.
- (3) In the case of an equality of votes at that meeting, the question is taken to be decided in the negative.

PART 5 – ASSETS

34. Income and property of the Association

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member unless the payment or transfer is made in accordance with this constitution.
- (3) The Association may pay remuneration to a member, or a member of the Committee or a subcommittee, of the Association –
 - (a) in return for services rendered, or goods supplied, to the Association in the ordinary course of business; or
 - (b) that constitutes reimbursement for out-of-pocket-expenses incurred in the promotion of the objects and purposes of the Association; or
 - (c) for carrying out the functions of a member of the Committee or a subcommittee.

- (4) No payment may be made under subclause (3) unless the payment has been first approved by the Association or Committee.

35. Accounts of receipts, expenditure, etc

- (1) True accounts are to be kept of each of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by a member at any reasonable time, and in any reasonable manner, as determined by the Committee.
- (3) The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner as determined by the Committee.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place as determined by the Committee.

36. Banking and finance

- (1) On behalf of the Association, the Treasurer of the Association is to –
 - (a) receive any money paid to the Association; and
 - (b) cause the money to be paid into the account opened under subclause (2) as soon as practicable after it is received.
- (2) The Committee is to open an account with an authorised deposit-taking institution in the name of the Association.
- (3) The Committee may –

-
- (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly from the drawing of that cheque.
 - (4) Except with the authority of the Committee, a payment of an amount exceeding one hundred dollars (\$100.00), or such other amount determined by the Committee, is not to be made from the funds of the Association other than by –
 - (a) cheque drawn on the Association's accounts; or
 - (b) an electronic transfer of funds from the Association's account.
 - (5) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account, except for the purpose of making a payment that has been authorised by the Committee.
 - (6) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be signed by at least 2 of the following signatories to the Association's accounts:
 - (a) the President of the Association;
 - (b) the Secretary of the Association;
 - (c) the Treasurer of the Association;
 - (d) a Committee member who has been authorised by the Committee to be a signatory to the account.
 - (7) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution must be authorised by –
 - (a) at least two of the persons specified in subclause (6); or
 - (b) such other means as may be determined by the Committee.

37. Auditors and auditing of accounts

- (1) The Committee is to appoint a person as the auditor of the Association.
- (2) At least once in each financial year, the auditor is to audit the financial affairs of the Association.
- (3) Despite subclause (2), if the Association is exempt from the auditing requirements of the Act in respect of a financial year, the Committee may determine at an ordinary meeting of the Committee whether an audit of the Association is to be performed in respect of that financial year.
- (4) If an audit of the Association is performed in respect of a financial year, the auditor is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members present at the meeting.
- (5) In certifying the correctness of the accounts and preparing the written report required under subclause (3), the auditor is to –
 - (a) specify the information, if any, that he or she has required under this clause and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (6) If an audit of the Association is performed, the Treasurer must deliver to the auditor a list of all the accounting records, books and accounts of the Association, as requested by the auditor.
- (7) The auditor may –

- (a) have access to the accounting records, books and accounts of the Association; and
- (b) require from any person any information the auditor considers necessary for the performance of his or her duties as auditor; and
- (c) employ any person to assist in the auditing of the financial affairs of the Association; and
- (d) examine any member, or any person with relevant information, in relation to the accounting records books and accounts of the Association.

38. Seal of Association

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any document except by the authority of the Committee.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the Committee; or
 - (b) one member of the Committee and –
 - (i) the public officer; or
 - (ii) any other person the Committee may appoint for that purpose.
- (4) If a sealed document has been attested under subclause (3), it is presumed, unless the contrary is shown, that the seal was affixed to that document by the authority of the Committee.
- (5) The seal is to remain in the custody of the public officer.