

**CONSTITUTION
OF
OLD IGNATIANS UNION INC**

PART 1 PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW);

Annual General Meeting means a formal meeting of the general members of the Union, held in accordance with clause 29;

Auditor means an independent and reputable professional services and accounting firm;

Capital Funds means the reserves of the Union as that term is used in the most recent audited financial statements of the Union;

College means St. Ignatius' College, Riverview;

Committee means the Executive Committee and the General Committee;

Executive Committee means the committee formed in accordance with clause 14;

Extraordinary General Meeting means a formal meeting of the general members of the Union other than an Annual General Meeting, held in accordance with clause 30;

Financial Year means the financial year beginning 1 October and ending 30 September the following year;

General Committee means the committee formed in accordance with clause 15;

General Meeting means either an Annual General Meeting or an Extraordinary General Meeting;

Head of School means the current principal of the College;

Members Funds means the total equity of the Union, comprising of reserves and retained profits, as such terms are used in the most recent audited financial statements of the Union;

Operating Funds has the meaning given to that term in clause 40.1(a);

Regulation means the *Associations Incorporation Regulation 2016* (NSW);

Secretary means:

- (a) the person holding office under this Constitution as Secretary of the Union, or
- (b) if no person holds that office, the public officer of the Union.

Society of Jesus means the religious order of the Society of Jesus;

Union means Old Ignatians' Union Incorporated ABN 48 755 617 311.

1.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

2. OBJECTS

2.1 The objects of the Union are to assist the College in the promotion of education and development of a Christian way of life in its students and former students and in this regard:

- (a) provide bursaries to the College for the education of students in circumstances where such students may not otherwise be able to afford such education;
- (b) make donations and provide assistance of all kinds to the College to assist it in the furtherance of its objects of education of students as full Christian adults;
- (c) further the spiritual welfare and religious development of former students of the College as Christian members of society;
- (d) promote healthy sporting activities amongst members, students of the College and other organisations;
- (e) engage in activities beneficial to the relief of poverty in the community and the assistance of those in necessitous circumstances by the making of donations for this purpose and encouraging its members to engage in charitable works;
- (f) take such steps by personal or written appeals meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Union in the form of donations, annual or other subscriptions or otherwise;
- (g) print and publish or join with others in the printing or publishing of any circulars, periodicals, books or leaflets that the Union may think desirable for the promotion of its objects;
- (h) hold any functions, entertainment, excursions, or other occasions that the Union may think fit for the purpose of raising funds to be applied towards its objects;
- (i) arrange retreats, seminars, spiritual exercises, masses and other religious occasions to further the development of its objects;
- (j) arrange sporting events between the members, students of the College and other organisations; and
- (k) do all such other things and perform such other activities and execute all documents which in the opinion of the Union are necessary or proper for the carrying out of its objects.

3. ASSOCIATION IS NON-PROFIT

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

PART 2 MEMBERSHIP

4. MEMBERSHIP ELIGIBILITY

- 4.1 A person is eligible to be a member of the Union if the person is:
- (a) a member of the Society of Jesus who is or has been a member of the community of the College;
 - (b) a former student of the College;
 - (c) the Head of School; or
 - (d) a person approved by a resolution at 2 consecutive General Committee meetings, in each case, passed by at least 75 per cent of those present and entitled to vote at such meeting.
- 4.2 Where the General Committee must pass a resolution approving a person's eligibility for membership in accordance with clause 4.1(d), a notice of the proposed nomination must be given in the notice convening the General Committee meeting without mentioning the name of the proposed nominee.
- 4.3 A person who is eligible to be a member of the Union under clause 4.1 becomes a member of the Union upon that person's name being entered in the register of members in accordance with clause 11.

5. MEMBERSHIP APPLICATION

- 5.1 An application by a person, who is not otherwise eligible to be a member of the Union under clause 4.1, for membership of the Union:
- (a) must be made in writing (including by email or other electronic means) in the form determined by the General Committee; and
 - (b) must be lodged (including by electronic means) with the Secretary.
- 5.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the General Committee, which must determine, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, whether to approve the application.
- 5.3 As soon as practicable after the General Committee makes that determination, the Secretary must:
- (a) notify the applicant in writing (including by email or other electronic means) that the General Committee approved or rejected the application (whichever is applicable); and

- (b) if the General Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the membership fee.

5.4 The Secretary must, on payment by the applicant of the amounts referred to in clause 5.3(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Union.

6. CESSATION AND RESIGNATION OF MEMBERSHIP

6.1 A person ceases to be a member of the Union if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled or suspended from the Union in accordance with clauses 7 and 8; or
- (d) fails to pay any membership fee within 3 months after the fee is due (unless that membership fee was previously waived by resolution of the General Committee).

6.2 A member of the Union may resign from membership by first giving to the Secretary written notice of at least 1 month (or any other period that the General Committee may determine) of the member's intention to resign and on the expiration of the period of notice the member ceases to be a member.

6.3 In each case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. DISCIPLINING MEMBERS

7.1 Notwithstanding the procedures outlined in clauses 4, 5, 6 and this clause 7, the General Committee may, from time to time, determine any matters of procedure in connection with the admission, expulsion, suspension or retiring of members.

7.2 A complaint may be made to the General Committee by any person that a member of the Union:

- (a) has refused or neglected to comply with a provision or provisions of this Constitution;
- (b) has acted in a manner prejudicial to the interests of the Union; or
- (c) has by conduct or association brought disrepute to the Union or College.

7.3 The General Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

7.4 If the General Committee decides to deal with the complaint, the General Committee must cause notice of the complaint to be served on the member concerned, and after giving the member 14 days to appear before it and state their case or prepare a written submission in connection with the complaint, the General Committee may expel or suspend the member at a

duly convened General Committee meeting by a resolution passed by at least 75 per cent of those present and entitled to vote at such meeting.

- 7.5 If the General Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the General Committee for having taken that action, and of the member's right of appeal under clause 8.
- 7.6 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Union confirms the resolution under clause 8,

whichever is the later.

8. DISCIPLINED MEMBER RIGHT OF APPEAL

- 8.1 A member may appeal to the Union against a resolution of the General Committee under clause 7, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice of appeal.
- 8.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 8.3 On receipt of a notice from a member under clause 8.1, the Secretary must notify the Executive Committee, which is to convene an Extraordinary General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- 8.4 At the Extraordinary General Meeting convened under clause 8.3:
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the General Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 8.5 The appeal is to be determined by a simple majority of votes cast by members of the Union entitled to vote at an Extraordinary General Meeting.

9. RESOLUTION OF DISPUTES

- 9.1 A dispute between a member and another member (in their capacity as members) of the Union, or a dispute between a member or members and the Union, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983* (NSW).
- 9.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 9.3 The *Commercial Arbitration Act 2010* (NSW) applies to a dispute referred to arbitration.

10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 10.1 A right, privilege or obligation which a person has by reason of being a member of the Union:
- (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

11. REGISTER OF MEMBERS

- 11.1 The Secretary must keep a register of all members of the Union with each members' name and either postal, residential or email address, together with the date on which the person became a member (**Register**).
- 11.2 The Register must be kept in New South Wales:
- (a) at the main premises of the Union; or
 - (b) if the Union has no premises, at the Union's official address.
- 11.3 The Register must be open for inspection, free of charge, by any member of the Union at any reasonable hour.
- 11.4 A member of the Union may obtain a copy of any part of the Register on payment of a fee of not more than \$1.00 for each page copied.
- 11.5 If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 11.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Union or other material relating to the Union; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 11.7 If the Register is kept in electronic form:
- (a) it must be convertible into hard copy; and
 - (b) the requirements in clauses 11.2 and 11.3 apply as if a reference to the Register is a reference to a current hard copy of the Register.
- 11.8 A member must notify the Secretary as to any change in contact details.

12. MEMBER LIABILITIES

- 12.1 The liability of a member of the Union to contribute towards the debts and liabilities of the Union or the costs, charges and expenses of the winding up of the Union, is limited to the amount, if any, unpaid by the member in respect of membership of the Union but shall not in any event exceed the sum of \$5.00.

13. MEMBERSHIP FEE

- 13.1 The membership fee will be determined by the General Committee from time to time.
- 13.2 The following members will not be liable to pay any such fees:
- (a) a member of the Society of Jesus who is or has been a member of the community of the College;
 - (b) any former student of the College who is a member of any religious order or any person who is studying for the priesthood or has been ordained; or
 - (c) the Head of School.

PART 3 THE COMMITTEE

14. EXECUTIVE COMMITTEE

- 14.1 Subject to each of the Act, the Regulation, this Constitution, and any resolution passed by the Union in an Annual General Meeting, the Executive Committee shall have the power:
- (a) to do and perform any act or thing required to effectively carry out the business of the Union;
 - (b) to transact any business on behalf of the Union; and
 - (c) to transact on behalf of the Union, provided
 - (i) at least 2 members of the Executive Committee sign to open, operate or transact on any account in the name of the Union in a Bank, Building Society or any other financial institution;
 - (ii) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by at least 2 members of the Executive Committee; and
 - (iii) the entry into any contractual arrangement up to 12 months, including, without limitation, guarantees, borrowings, indemnities or leases relating to, in connection with or in the name of the Union, as approved by a majority of the Executive Committee.
- 14.2 The Executive Committee may consist of the President, the immediate past President, the Secretary, the Assistant Secretary, the Treasurer and up to 2 members approved in accordance with clause 24 of this Constitution.
- 14.3 The total number of Executive Committee members must not exceed 7.
- 14.4 Subject to this Constitution, the Executive Committee have all such powers and authorities as are necessary or convenient to perform all the acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Union.
- 14.5 The Executive Committee must report to the General Committee at each General Committee meeting the current state of the affairs of the Union, in the level of detail required by the General Committee.

15. GENERAL COMMITTEE

- 15.1 Subject to each of the Act, the Regulation, this Constitution and any resolution passed by the Union in an Annual General Meeting, the General Committee has the power to:
- (a) subject to the powers of the Executive Committee under clause 14 of this Constitution, manage and advise on the affairs of the Union;
 - (b) appoint, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, sub-committees and give to them such power as the General Committee considers necessary, provided that sub-committees comprise of at least 3 members of the General Committee and report to a nominated Committee which consider their recommendations;
 - (c) appoint, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, Life Vice-Presidents;
 - (d) approve, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, any transactional agreements and contracts for which the term of agreement is longer than 12 months, including, without limitation, guarantees, borrowings, indemnities or leases relating to, in connection with or in the name of the Union;
 - (e) approve, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, an increase in the proportion of membership fees to be applied towards Operating Funds as specified in clause 40.1(a), above 60 per cent but not exceeding 80 per cent with a corresponding reduction in the amount stated in clause 40.1(b). Such alteration in amounts shall only apply for the Financial Year the said resolution is passed;
 - (f) approve, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, the expulsion or suspension of a member of a Committee (including the Executive Committee); and
 - (g) approve, by resolution of at least 75 per cent of members present and entitled to vote at a General Committee meeting, an application by a person for membership pursuant to clause 5.
- 15.2 The General Committee may consist of the Patron, the Chaplain, the President, the President-elect (if any), the immediate past President, the Head of School, the Secretary, the Assistant Secretary, the Treasurer, up to 3 members of the Union and any further members approved in accordance with clause 24 of this Constitution. Only members of the General Committee have voting rights in General Committee meetings.
- 15.3 The total number of General Committee members must not exceed 20 members.
- 15.4 Subject to this Constitution, the ultimate control of the Union is vested in the General Committee and for this purpose the General Committee shall have all such powers and authorities as are necessary or convenient to perform all the acts and do all things that appear to the General Committee to be necessary or desirable for the proper management of the affairs of the Union.

16. FINANCE SUB-COMMITTEE

- 16.1 A finance sub-committee shall comprise of the President, the Treasurer, and a member of the General Committee with at least 3 years' accounting or financial services experience.
- 16.2 The finance sub-committee shall make financial and investment recommendations to the General Committee.
- 16.3 The finance sub-committee is responsible for the investment guidelines, and shall update the investment guidelines as required by, and to be approved by, the General Committee. The finance sub-committee shall adhere to the investment guidelines at all times.
- 16.4 The finance sub-committee must report to the General Committee at each General Committee meeting, the investment activities of the Union, in the level of detail as required by the General Committee.

17. PATRON & CHAPLAIN

- 17.1 The Patron is the rector of the College.
- 17.2 The Chaplain will be appointed by the Patron in consultation with the Executive Committee and will be a member of the Society of Jesus.

18. PRESIDENT

- 18.1 The President will preside at all Committee meetings and functions and will have a casting as well as a deliberative vote. In the President's absence, those present will elect a Chairperson, who at such meetings will preside and have the power of the President.

19. LIFE VICE PRESIDENTS

- 19.1 The title of Life Vice-President is honorary. No member shall become a Life Vice-President unless that member is an existing Life Vice-President, or that member has been appointed a Life Vice-President by resolution, passed by at least 75 per cent of those present and entitled to vote at a General Committee Meeting, in respect of which the notice convening the meeting will not mention the name of the proposed appointee.
- 19.2 Life Vice-Presidents are entitled to hold the honorary title in perpetuity, subject to clauses 7 and 25.

20. SECRETARY

- 20.1 The Secretary must:
 - (a) attend all Committee meetings and General Meetings and keep minutes of the proceedings;
 - (b) attend to all usual secretarial duties and follow the instructions of the President and the Committees;
 - (c) read the annual report for the past year at the Annual General Meeting;
 - (d) send notice of all meetings and convene meetings in accordance with this Constitution;

- (e) be secretary to the Committees; and
- (f) have the custody of the books documents and securities of the Union.

20.2 The Secretary may delegate any of these functions to the Assistant Secretary.

21. ASSISTANT SECRETARY

21.1 The Assistant Secretary must assist the Secretary in the Secretary's duties.

22. TREASURER

22.1 The Treasurer must have a knowledge of bookkeeping and must:

- (a) keep true accounts of all moneys expended or received by the Union and of the assets and liabilities of the Union;
- (b) issue receipts upon request for all moneys paid to the Union;
- (c) produce a quarterly updated balance sheet and profit and loss statement connected with the activities of the Union and full details of all assets and liabilities of the Union;
- (d) submit at the Annual General Meeting an audited balance sheet of the expenditure, assets and liabilities of the Union;
- (e) deposit in the Union's bank all moneys received by the Union as soon as practicable;
- (f) close the books at the end of the Financial Year;
- (g) submit all records to the Auditor within 14 days after the expiry of the financial year; and
- (h) be a member of all Committees and sub-committees.

22.2 The Treasurer will be the public officer of the Union.

23. AUDITOR

The Auditor, who will be appointed by the Executive Committee must audit the accounts of the Union and must submit the audited accounts and a report to the Executive Committee in sufficient time to enable the same to be read at the Annual General Meeting.

24. ELECTIONS

24.1 Subject to clauses 24.9 and 24.10:

- (a) A member, including any current Committee member, seeking election to any specific position on a Committee must advise the Secretary by notice in writing not less than 48 hours before the Annual General Meeting. Such advice will be accepted as a nomination without the necessity of any proposer or seconder signing the same.
- (b) Current Committee members must submit their nomination for re-election each year.

24.2 Committee members must be elected at the Annual General Meeting from members who have been nominated in accordance with clause 24.1.

- 24.3 Each elected Committee member is, subject to this Constitution, to hold office until immediately before the election of Committee members at the next Annual General Meeting following the member's election, and is eligible for re-election.
- 24.4 A Committee member may hold up to 2 offices (other than both the offices of Secretary and Assistant Secretary).
- 24.5 Notwithstanding clauses 24.1 and 24.9(c), if the General Committee sees fit to pass a resolution at an Annual General Meeting recommending that a particular member be nominated as President-elect for the ensuing year, such a resolution, subject to the consent of the member so nominated being received by the Secretary not less than 48 hours before the Annual General Meeting, will be a nomination in writing for the purpose of clause 24.1.
- 24.6 In the cases of the President elect, Secretary, Treasurer and Assistant Secretary, if only 1 such nomination has been received then the member so nominated in writing will be declared automatically elected at the Annual General Meeting.
- 24.7 If there is a vacancy in a Committee, that Committee must use their best endeavours to fill that vacancy by a resolution passed by at least 75 per cent of those present and entitled to vote at an Extraordinary General Meeting, and the appointee will hold office until the next Annual General Meeting.
- 24.8 Notice required to be given pursuant to 24.1 and 24.5 will be deemed sufficient if given by email to the Secretary.
- 24.9 Term Limits:
- (a) There is no maximum number of consecutive terms for which a Committee member, other than a President or Secretary, may hold office.
 - (b) An elected President must hold office for at least 1 year, but cannot hold office for more than a maximum term of 2 consecutive years. For the avoidance of doubt, a member who has previously served as President may be elected as President, subject to the consecutive term limits on a President in this clause 24.9.
 - (c) If a President elects to hold office for a second consecutive term, that President is required to give written notice to the Secretary of their intention to remain as President for a second consecutive year no later than 15 October occurring during the first year of office as President (**Notice of Extension**).
 - (d) In the event of the President failing to give a Notice of Extension then a President-elect must be elected at the Annual General Meeting held at the end of the President's first year of office, and the President-elect will assume the office of President at the end of the President's term of office.
 - (e) For the avoidance of doubt, the President must be elected each year, and a Notice of Extension is taken to be a nomination for the purpose of clause 24.1.
 - (f) No Secretary can hold office for more than 4 consecutive years. For the avoidance of doubt, a member who has previously served as Secretary may be elected as Secretary, subject to the consecutive term limits on a Secretary in this clause 24.9.
 - (g) Subject to clause 24.2, the position of Treasurer is not limited to any specific term.

24.10 Each of the Patron, Chaplain and Head of School may at their own discretion choose to be a General Committee member and are not required to be elected to that position.

25. REMOVAL OF COMMITTEE MEMBERS

25.1 In an Extraordinary General Meeting, the Union may by resolution remove any member of a Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

25.2 If a member of the Committee to whom a proposed resolution referred to in 25.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Union, the Secretary or the President may send a copy of the representations to each member of the Union or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. COMMITTEE MEETINGS

26.1 The General Committee must meet at least once in every 3 months at such times and places as it determines, or whenever at least six members of the General Committee or the President notifies the Secretary in writing that such a meeting is desired. For the avoidance of doubt, the General Committee may not go more than 3 months without meeting.

26.2 The Executive Committee must meet at least once in every 3 months at such times and places as it determines, or whenever the President or any other 2 members of the Executive Committee notifies the Secretary in writing that such a meeting is desired. For the avoidance of doubt, the Executive Committee may not go more than 3 months without meeting.

26.3 Notice of Committee Meeting

- (a) Oral or written notice of a meeting of a Committee must be given by the Secretary to each member of that Committee at least 7 days (or any other period that may be unanimously agreed on by the members of that Committee) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under clause 26.3(a) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

26.4 Quorum

- (a) The quorum for any General Committee meeting is 8 members of the General Committee.
- (b) The quorum for an Executive Committee meeting is 3 members of the Executive Committee.
- (c) No business is to be transacted by a Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

26.5 At a meeting of a Committee the President is to preside, or if the President is absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

26.6 The members of a Committee must attend all meetings of the respective Committee. If any such member is absent from 3 consecutive meetings without leave of absence or reasonable apology the member will be deemed to have resigned from the respective Committee. Such member will be notified of their default and the vacancy will be filled at the next meeting of the General Committee. This clause does not apply to the Patron, Chaplain, or Head of School (except in their capacity as elected members of a Committee).

26.7 Virtual Committee Meetings

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

27. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

27.1 The General Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the members of the Union that the General Committee thinks fit) the exercise of any of the functions of a Committee that are specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on a Committee by the Act or by any other law.

27.2 A sub-committee shall have the power to appoint such additional persons as required for the purposes of achieving the objectives of the sub-committee.

27.3 A sub-committee shall report to the General Committee whenever required to do so.

27.4 A function, the exercise of which has been delegated to a sub-committee under this clause 27, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

27.5 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

27.6 Despite any delegation under this clause 27, the General Committee may continue to exercise any function delegated.

27.7 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the General Committee.

- 27.8 The General Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 27.9 A sub-committee may meet and adjourn as it thinks proper.
- 27.10 If there is a vacancy on a sub-committee, the General Committee must use their reasonable endeavours to fill that vacancy by a resolution of those present and entitled to vote at a General Committee meeting.

28. VOTING AND DECISIONS

- 28.1 Questions arising at a meeting of a Committee or sub-committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 28.2 Each Committee member present at a meeting of a Committee or sub-committee is entitled to 1 vote, however in the case of an equality of votes on a question at the meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 28.3 Proxy voting must not be undertaken at or in respect of a Committee meeting.
- 28.4 Subject to clause 24.7, a Committee may act despite any vacancy on the Committee.
- 28.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the General Committee or by a sub-committee appointed by the General Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the General Committee or sub-committee.

PART 4 GENERAL MEETINGS

29. ANNUAL GENERAL MEETINGS

- 29.1 The Annual General Meeting must be held:
- (a) within 6 months after the close of the Financial Year; or
 - (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.
- 29.2 The Annual General Meeting is, subject to the Act and to clause 29.1, to be convened on the date and at the place and time that the General Committee thinks fit.
- 29.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meeting held since that meeting;
 - (b) to receive reports from the Committee on the activities of the Union during the previous Financial Year;
 - (c) to elect office-bearers of the Union and Committee members; and
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

29.4 An Annual General Meeting must be specified as that type of meeting in the notice convening it.

30. EXTRAORDINARY GENERAL MEETING

30.1 An Extraordinary General Meeting may be called at any time:

- (a) by the Executive Committee for any reason considered advisable by the Executive Committee; or
- (b) upon the request of at least 20 members of the Union delivered to the Secretary.

30.2 Where request for an Extraordinary General Meeting is made by members pursuant to clause 30.1(b), the request:

- (a) must be in writing;
- (b) must state the purpose or purposes of the meeting;
- (c) must be signed by the members making the request;
- (d) must be lodged with the Secretary; and
- (e) may consist of several documents in a similar form, each signed by one or more of the members making the request.

30.3 If the Executive Committee fails to convene an Extraordinary General Meeting to be held within 1 month after the date on which a request of members for the meeting is lodged with the Secretary in accordance with clause 30.2, any 1 or more of the members who made the requisition may convene an Extraordinary General Meeting to be held not later than 3 months after that date.

30.4 An Extraordinary General Meeting convened by a member or members as referred to in clause 30.1(b) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.

30.5 For the purposes of clause 30.2:

- (a) a requisition may be in electronic form; and
- (b) a signature may be transmitted, and a requisition may be lodged, in electronic form.

31. USE OF TECHNOLOGY AT GENERAL MEETINGS

31.1 A General Meeting may be held at two or more venues using any technology approved by the General Committee that gives each member of the Union a reasonable opportunity to participate.

31.2 A member of the Union who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32. VOTING

- 32.1 Each member of the Union will have 1 vote only and all votes must be cast in person, subject to clause 32.4.
- 32.2 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 32.3 Proxy voting must not be undertaken at or in respect of a General Meeting.
- 32.4 A member of the Union is entitled to participate and vote in a General Meeting in accordance with clause 31 of this Constitution.
- 32.5 The Union may hold a postal or electronic ballot (as the General Committee determines) to determine any issue or proposal (other than an appeal under clause 8).
- 32.6 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

33. NOTICES

- 33.1 Notice of each General Meeting must be given to every member entitled to attend, specifying the time and place of the meeting and the agenda to be submitted. The notice required to be given for a General Meeting is 14 days.
- 33.2 Accidental omission to give any of the notices aforesaid to any member entitled to receive same will not invalidate the proceedings of any meeting.
- 33.3 A notice of a General Meeting may be given by placing a notice in the Union's website and any social media page of the Union, and by email to each member, and in this respect such notice will be deemed to comply with the requirements of clause 33.1.
- 33.4 No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 29.3.
- 33.5 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting after receipt of the notice from the member.

34. QUORUM FOR GENERAL MEETINGS

- 34.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 34.2 The quorum for any General Meeting is 15 members.
- 34.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved; or

- (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the Chairperson at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

34.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

35. PRESIDING MEMBER

35.1 The President is to preside as Chairperson at each General Meeting. If the President is absent or unwilling to act, the members present must elect 1 of their number to preside as Chairperson at the meeting.

36. ADJOURNMENT

36.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

36.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Union stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

36.3 Except as provided in this clause 36, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. MAKING OF DECISIONS

37.1 A question arising at a General Meeting is to be determined by:

- (a) a show of hands or, if the meeting is one to which clause 31 applies, any appropriate corresponding method that the committee may determine; or
- (b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

37.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Union, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

37.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

38. SPECIAL RESOLUTIONS

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

PART 5 MISCELLANEOUS

39. SOURCE OF FUNDS

- 39.1 The funds of the Union are to be derived from the membership fees, donations, income derived from assets under management and, subject to any resolution passed by the Union in a General Meeting, any other sources that the General Committee determines.
- 39.2 All money received by the Union must be deposited as soon as practicable and without deduction to the credit of the Union's bank or other authorised deposit-taking institution account.
- 39.3 The Union must, as soon as practicable after receiving any money, issue an appropriate receipt if requested.

40. MANAGEMENT OF FUNDS

- 40.1 All membership fees paid or to be paid by members during a Financial Year will be applied:
- (a) up to 60 per cent towards the current running costs of the Union (**Operating Funds**); and
 - (b) the remaining balance towards the Capital Funds,
- subject to any amendment approved in accordance with clause 15.1(e).
- 40.2 By resolution, passed by at least 75 per cent of those present and entitled to vote at a General Committee Meeting, in respect of which notice of intention to propose a special resolution will be given in the notice convening the meeting, to increase the proportion of membership fees to be applied towards the Operating Funds, the proportion specified in clause 40.1(a) may be increased above 60 per cent but not exceeding 80 per cent with a corresponding reduction in the amount stated in clause 40.1(b). Such alteration in amounts will only apply during the Financial Year the said resolution is passed.
- 40.3 Members Funds:
- (a) The Members Funds of the Union will be invested as the finance sub-committee may, subject to any directions from the General Committee, from time to time determine.
 - (b) Any proposed expenditure of the Capital Funds in a given year must be approved by resolution passed by at least 75 per cent of members present and entitled to vote at a General Meeting in respect of which notice of intention to propose such a special resolution will have been given in the notice convening the General Meeting.
 - (c) All investments representing Members Funds will be held in the name of the Union.
- 40.4 Any request for reimbursement of a Union expense by any Committee member must be approved in writing by 2 signatories of the Executive Committee.
- 40.5 The Union may, on the recommendations of the finance sub-committee, from time to time sell or otherwise dispose of any of the investments of the Union for the purpose of reinvestment or rearranging the investments of the Union.
- 40.6 Subject to any resolution passed by the Union in a General Meeting, the income and property of the Union whensoever derived must be applied solely towards the promotion of the objects

of the Union, and no portion thereof will be paid or transferred directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the members of the Union, provided that nothing herein will prevent the payment in good faith of reasonable remuneration to any officer or servant of the Union or to any member of the Union in return for any services actually rendered to the Union or for reasonable and proper rent for premises let by any member of the Union.

41. CUSTODY OF BOOKS

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

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

42. INSPECTION OF BOOKS

42.1 The records, books and other documents of the Union must be open to inspection, free of charge, to any member of the Union with sufficient notice and by appointment with the Secretary at any reasonable hour.

43. ALTERATIONS TO THE CONSTITUTION & OBJECTS

43.1 The Union may, by resolution passed by at least 75 per cent of members present and entitled to vote at a General Meeting of the Union of which not less than 21 days' notice has been given, alter, rescind and make additions to the provisions of this Constitution and the objects of the Union.

44. DISSOLUTION

44.1 The Union shall not be dissolved except by a resolution carried by a majority of 80 per cent of the votes at a General Meeting specially convened for the purpose in respect of the same.

44.2 Subject to the Act and the Regulations, in a winding up of the Union, any surplus property of the Union is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

44.3 In this clause, a reference to the surplus property of the Union is a reference to that property of the Union remaining after satisfaction of the debts and liabilities of the Union and the costs, charges and expenses of the winding up of the Union.

45. SERVICE OF NOTICES

45.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

45.2 For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; or
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.