



ASSOCIATION INC.

REGISTRATION No. INC 2301300

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Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Committee Member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

Office-Bearer means a committee member who is elected to an office referred to in Section 16(1)(a)(i) - (iv).

General Committee Member means a Committee Member who is not an Office-Bearer.

Register of Members means the register of members maintained under clause 5.

Secretary, of the Association, means:

- (a) the person holding office under this Constitution as Secretary, or
- (b) if no person holds that office - the Public Officer of the Association.

Special General Meeting, of the Association, means a general meeting of the Association other than an Annual General Meeting.

Subcommittee means a subcommittee established under clause 24.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

(2) The *Interpretation Act 1987* applies to this Constitution as if it were an instrument made under the Act.

2 Objectives

- (1) To encourage and promote the ASEA and its supporters, by such methods as may be deemed advisable by the members of the ASEA.
- (2) To act generally for the welfare and protection of members, horses and supporters of the ASEA
- (3) To act in the interests of all sections of the association and its supporters
- (4) To support and co-operate with other associations and organisations whose objects are similar to those of the ASEA or are such as likely to promote or advance the interests of the ASEA
- (5) To promote the interests of the small equine community and its' horses and to provide a central point of contact and information for members of the ASEA
- (6) To raise money for all and any of the objectives of the ASEA and to invest and deal with the moneys of the ASEA not immediately required upon such securities and in such manner as may from time to time be determined
- (7) To support and promote the principles of equity, fairness, compassion and education, whilst recognising diversity in the small equine community
- (8) To encourage participation on the Committee of Management by all members of the ASEA.
- (9) To actively build partnerships with communities and business owners to achieve the objectives of the association

Part 2 Members of the Association

3 Membership

- (1) An individual is taken to be a member of the Association if:
 - (a) the person applied to be a member under clause 4(1) and the application has been approved, or
 - (b) the person was 1 of the individuals on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or
 - (c) the person was:
 - (i) for an unincorporated body registered as the association - a member of the body immediately before the registration, or
 - (ii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration, or
 - (iii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation.
- (2) A person who is not an individual is not eligible to be a member of the Association.

4 Membership applications

- (1) An application by a person to be a member of the association must be:
 - (a) made in writing, and
 - (b) in the form determined by the Committee, and
 - (c) lodged with the Secretary.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.

- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The committee must approve or reject the application.
- (5) As soon as practicable after the committee has decided the application, the secretary must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the committee, and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual membership fee payable under clause 5 within 28 days of the day the applicant received the notice.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the membership fee and annual subscription fee (if any) in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered in the register.

5 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (i) at the association's main premises, or
 - (ii) if the association has no premises - at the association's official address, or
 - (iii) at the associations secretary address if it is unable to be kept at the association's main address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) 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.
- (5) 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:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or

- (b) it is necessary to comply with a requirement of the Act or the Regulation.

6 Fees and subscriptions

- (1) The membership fee to be paid to the association by a person whose application to be a member of the association has been approved is:
 - (a) \$1, or
 - (b) another amount determined by the committee.
- (2) A member must pay to the association an annual membership fee of \$2, or another amount determined by the committee:
 - (a) if the member becomes a member on or after the first day of the financial year of the association in a calendar year:
 - (i) in accordance with clause 4(5)(b), and
 - (ii) before the first day of the financial year of the association in each subsequent calendar year, or
 - (b) otherwise - before the first day of the financial year of the association in each calendar year.

7 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 5:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

8 Disciplinary action against members

- (1) A person may make a complaint to the committee 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.
 - (c) Willfully acted and/or failed to comply with any association rule or policy as adopted by the committee
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee 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.
- (4) The committee may, by majority vote, 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.
- (5) 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 9.
- (6) 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 9.

9 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 8 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) 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.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) 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.
- (5) 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.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

10 Resolution of internal disputes

- (1) 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.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Membership entitlements not transferable

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

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

12 Member resignation

- (1) 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.
- (2) The member ceases to be a member on the expiration of the notice period.

13 Cessation of membership

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the annual subscription fee payable under clause 6(2) within 3 months of the due date.

Part 3 Committee

14 Conflict of Interest

- (1) If a Committee Member has:
 - (a) a direct or indirect interest in a matter being considered by the Committee, and
 - (b) that interest appears to raise a conflict with the proper performance of the Committee member's duties, then
 - (i) the committee member must disclose the nature and extent of that interest at a committee meeting as soon as possible.
- (2) Unless the Committee determines otherwise, the Committee Member:
 - (a) must not be present while the matter is being considered by the Committee, and
 - (b) must not vote on the matter or take part in the decision on the matter.
 - (c) whilst the Committee is determining whether the committee member can be present, must not take part in or vote on the matter,
- (3) The committee member who has disclosed the interest must not be present for any discussion of the Committee relating to that determination or take part in making the determination.
- (4) Any direct or indirect interest disclosed by a committee member as required in accordance with this constitution or the Act must be recorded in a book kept for that purpose (Disclosure of Interest Book).
- (5) The Secretary is responsible for keeping and maintaining the Disclosure of Interest Book in accordance with this constitution, the Act and the Regulations.

15 Functions of Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

16 Composition of committee

- (1) The committee must have at least 7 members, as elected in accordance with clause 21, consisting of:
 - (a) the following office-bearers:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer, and
 - (b) at least 3 general committee members.
- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

17 President

- (1) The President shall be Chief Officer of the Association and shall enforce the Constitution and Show Rules of the Association, and perform the duties incident to the position and Office and which are required by law, shall perform all other duties that may be prescribed from time to time by the Committee.
- (2) In addition, the President shall;
 - (a) Manage committee and/or executive meetings
 - (b) Manage the annual general meeting
 - (c) Represent the Association at local, regional, state and national levels
 - (d) Act as a facilitator for Association activities

18 Vice President

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting, the Vice President has the following duties:

- (1) In the event of the President being unable to fulfil his/her duties to step into that role
- (2) In the absence of the President, chair Committee meetings ensuring that they are run efficiently and effectively
- (3) Be an alternate signatory for the Club for legal and financial purposes
- (4) Coordinate Association planning to ensure appropriate plans are developed, presented to and reviewed by the Committee, and enacted as required
- (5) Represent the Association at meetings and forums as agreed with by the President
- (6) Other duties as nominated by the Committee

19 Secretary

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting, the Secretary has the following duties;

- (1) dealing with the Association's correspondence,
- (1) consulting with the president and other Committee Members regarding the business to be conducted at committee meetings and general meetings,

- (2) preparing the notices required for meetings and for the business to be conducted,
- (3) unless another member is authorised by the committee to do so, maintaining on behalf of the Association the register of members and horses, and recording in the register any changes in the membership, to which clause 23 applies
- (4) maintaining on behalf of the Association an up-to-date copy of these rules, as required,
- (5) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association,
- (6) maintaining full and accurate minutes of committee meetings and general meetings
- (8) Carrying out any other duty given to the secretary under these rules or by the committee.

20 Treasurer

The Treasurer of the Association must ensure;

- (1) that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name,
- (2) that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee,
- (3) that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time,
- (4) that the Association complies with the relevant requirements of Part 5 of the Act,
- (5) the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association,
- (6) the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting,
- (7) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting,
- (8) to provide any assistance required by an auditor or reviewer conducting an auditor review of the Association's financial statements or financial report in accordance with the Act,
- (9) to carry out any other duty given to the Treasurer under these rules or by the Committee.

21 Election of Committee Members

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing, and
 - (b) accompanied by the written consent of the candidate to the nomination, and
 - (c) given to the secretary at least 28 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) 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.
- (4) 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.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) 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.

22 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately after the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) The limit on the number of consecutive terms for which a committee member may hold office is not to exceed 8 years and may be re-elected in accordance with clause 21, after a period of no less than 2 years, unless no other nominations are provided for the position at end of term.

23 Vacancies in office

- (1) 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.
- (2) The association in 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.
- (3) 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 7 days before the general meeting at which the proposed resolution will be considered.
- (4) 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.

- (5) 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.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting.

24 State / Territory Representatives

- (1) Apart from the Society Office Bearers and Committee Members, there shall, in addition, be a State Representative for each State or Territory. A State Representative may also be an elected Office Bearer or General Committee Member
- (2) Each State/Territory Representative is required to act as a representative of ASEA Inc and are to be elected by majority vote of the relative State Members
 - (a) in the State/Territory Representative's absence, or if the State Representative is unwilling to act, the National Committee must elect a current financial member subject to clause 23
- (3) Each State/Territory Representative shall represent the majority view of the National Committee in all matters dealt with by ASEA Inc National Committee
- (4) The Representative in each State/Territory is required to:
 - (a) be a contact point for all Members in their respective State/Territory and be able to answer questions relating to registrations, issue forms and disseminate general information.
 - (b) organise and co-ordinate shows, display days and general fundraising
 - (c) periodically submit to the Committee of Management a report on the organisation and co-ordination of shows, financial reports and all other relevant information pertaining to the operations of their respective State/Territory
- (5) Manage all State affairs in conjunction with a National Committee and in accordance with the following requirements;
 - (a) elections for State/Territory Representative shall be subject to clause 21
 - (b) voting for election shall be subject to clause 21
 - (c) all monies collected from activities held in each State/Territory are to be paid into the relevant State bank account, as provided by National Committee
 - (d) all accounts duly authorised by the State/Territory Representative or National Treasurer of ASEA shall be paid from this account by electronic funds transfer
 - (e) each State/Territory Representative will be responsible to the National Committee for his/her State's finances and must ensure that correct books and accounts are kept up to date at all times showing the financial affairs of that State/Area, including the full details of all income received and expenditures paid out connected with the activities within that State/Area
 - (f) the State/Territory Representative will, when advised by National Committee, provide the full financial statement of income, expenditure and balance sheet to the National Committee for approval and to be tabled at the next available National Committee Meeting. The Representative must also provide a detailed account (audited if requested, by National Committee) of the State's books and accounts

within thirty (30) days of the end of the financial year to the National Committee.

- (g) the State/Territory Representative shall maintain close co-ordination with the National Secretary and the National Treasurer of the Association on all matters
- (6) Subject to this constitution, a State/Territory Representative holds office from the day the member is elected until immediately after the second annual general meeting from the date of appointment

25 Delegation to subcommittees

- (1) The committee may:
 - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The committee 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.

Part 4 Procedure

26 Committee meetings

- (1) The committee must meet at least 6 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

27 Notice of committee meeting

- (1) 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.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) 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.

28 Quorum

- (1) The quorum for a meeting of the committee is 3 committee members or half the committee members plus one, whichever is greater
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) 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.

- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

29 Presiding committee member

- (1) 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 - 1 of the members present at the meeting, as elected by the other members in attendance..
- (2) 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.

30 Voting

All decisions pertaining to the association and supported by a majority of votes cast at a meeting of the committee or a subcommittee at which a quorum is present shall,

- 1) be the decision of the committee and
- 2) shall not be made by an individual member of the committee without express authority of the majority of committee

31 Acts valid despite vacancies or defects

- (1) Subject to clause 25(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) 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.

32 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) 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.
- (4) 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).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Part 5 General meetings of association

33 Annual general meetings

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) 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).
- (3) 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.
- (4) 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.

34 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) 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 by electronic means.
- (4) 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.
- (5) 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.

35 Notice of general meeting

- (1) 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.
- (2) 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.
- (3) 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 32(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) 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.

36 Quorum

- (1) The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) 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.
- (4) 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.

37 Adjourned meetings

- (1) 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.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) 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.

38 Presiding member

- (1) 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 - 1 of the members present at the meeting, as elected by the other members.
- (2) 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.

39 Voting

- (1) 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.

- (2) Each member has 1 vote, except as provided by clause 37(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 37 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.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), 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.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

40 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 9.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

41 Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) 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.
- (3) 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.
- (4) 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).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Part 6 Administration

42 Change of name, objects or constitution

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.

43 Funds

- (1) 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.
- (2) 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.
- (3) 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.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

44 Insurance

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

45 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.

46 Service of notices

- (1) 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.
- (2) 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.

47 Refusal to return ASEA property

Except as otherwise provided by this constitution

- (1) No person shall refuse a Society request for the return of any ASEA Inc property.
- (2) All physical and electronic devices and/or records remain the property of ASEA Inc. and may be requested at any stage to be returned, either before, after, or pending an investigation/hearing to determine registration, membership or participation privileges in Association's approved events.
- (3) Refusal to return any property of the Society will result in immediate privileges being revoked, future membership may be denied and/or disciplinary action to be taken at the discretion of the National Committee.

48 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:

- (a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
 - (i) the public officer,
 - (ii) a member of the association, or
- (b) if the association has no premises - at the association's official address, in the custody of the public officer.

49 Inspection of records and books

- (1) 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.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) 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.

50 Financial year

The association's financial year is:

- (a) the period commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) 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*.

51 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:

surplus property has the same meaning as in the Act, section 65.

