



ORDER OF AHEPA NSW

INCORPORATED

~~RULES~~ Constitution

Revised October 2018

~~Legal Profession Privilege applies~~

~~RULES OF THE~~ CONSTITUTION

of the

ORDER **~~OF~~** of AHEPA NSW **~~INCOPORATED~~** INCORPORATED

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REVISION AND ~~APPROVED~~APPROVAL RECORD

Revision Record	Description	Date(s)
0	Original rules of: Order of AHEPA NSW Incorporated (the Association) submitted to the Corporate Affairs Commission	
1	Revised to update current requirements of the Association (as approved by the Committee for submission to a Special General Meeting of the Association). Submitted and approved at Special Meeting of the Association Submitted and approved by the Corporate Affairs Commission	7/8/2003 30/9/2003 13/10/2003
2	Amendments passed at the 2005 Annual General Meeting of the Association to the following clauses: <ul style="list-style-type: none"> • Part II, Section 3 (I) (a) • Part.III, Section 15 (3) (a) 	23/11/2005
3	Amendments passed at the 2007 Annual General Meeting of the Association to the following clause: <ul style="list-style-type: none"> • Part III, Section 14 (1) (b) (refer to page 15 of these Rules) 	29/11/2007
4	Amendments passed at the 2010 Annual General Meeting of the Association to the following clause: <ul style="list-style-type: none"> • Part, Section 3 (1) (refer to page 10 of these Rules) 	22/01/2010

~~Note 1: A bar (I) in the right margin denotes a change from the previous revision-~~

~~Note 2 Renumbered clauses have not been marked as changes.~~

<u>5</u>	<u>Amended Constitution to be proposed at an EGM in 2018</u>	
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PART I - PRELIMINARY

1. INTERPRETATION

~~(1) The name of the Association shall be “ORDER OF AHEPA NSW INCORPORATED” (referred to in these rules as “the Association”).~~

~~(2) In these rules this Constitution, except in so far as the context of subject matter otherwise indicates or requires—~~

~~(a) “Ordinary Member” means a member of the Association who is not an office bearer of the Association, as referred to in Part I—rule 14 (2)~~

~~(1) “Secretary Association means the incorporated association constituted by this document and registered by the Commissioner for Fair Trading, Department of Finance Services and Innovation with incorporation number Y1649605~~

~~(b) “Chapter” means -~~

~~(i) the person holding office under these rules as Secretary of the an incorporated Association; or~~

~~(ii)(2) where no such person holds that office, the Public Officer of the unincorporated Association, to which a charter has been granted and not revoked by the Grand Lodge. To remove any doubt, at 30 June 2018, those Chapters were:~~

~~(a) “Special general meeting Chapter Arete No. 3~~

~~(b) Chapter Platon No. 4~~

~~(c) Chapter Prometheus No 6.~~

~~(d) Chapter Anatole No 7~~

~~(e) Chapter Diogenes No. 8~~

~~(f) Chapter Antigone No. 8~~

~~(g) Chapter Herakles No. 12~~

~~(h) Chapter Appollon No. 16~~

~~(i) Chapter Ippocratis No. 21~~

~~(j) Chapter Chiron No. 22~~

~~(k) Chapter Alexandros No. 25~~

~~(l) Chapter Odysseas Elytis No. 26~~

~~(m) Chapter Antigone No.27~~

~~(3) “Committee of Management” is a committee comprised in accordance with clause 0.~~

- (4) “Grand Lodge” has the same meaning as in the Bylaws of the Order (a copy of which is annexed to this Constitution).
- (5) “Order” means a general meeting the association (whether incorporated or unincorporated) known variously as the Order of the AHEPA New South Wales and AHEPA NSW.
- ~~(e)~~(6) “Person” includes a natural person, a corporation, a body corporate, a body politic, an unincorporated Association other than Annual General Meeting and a Chapter.
- ~~(d)~~(7) “The Act” means the Associations Incorporation Act, ~~1984~~ 2009.
- ~~(e)~~(8) “The Regulation” means the Associations Incorporation Regulation, ~~1999~~ 2016.
- (f) “unincorporated association” means AHEPA NSW also known as the Order of AHEPANSW.
- (g) “the committee” means the committee of the Association as defined, elected and empowered in these rules.
- ~~(3)~~ In these rules –
- ~~(a)~~(9) a reference to a function includes a reference to a power, authority and duty; and
- ~~(b)~~(10) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (4) The provisions of the Interpretation Act ~~1897~~, 1987 apply to and in respect of ~~these rules~~ this Constitution in the same manner as those provisions would so apply if ~~these rules were~~ this Constitution was an instrument made under the ~~The~~ Act.

2. OBJECTS

(11)

2. NAME

(1) The name of the Association shall be "ORDER OF AHEPA NSW INCORPORATED".

3. OBJECTS

(1) The objects of the Association shall be:

~~(1) to take over the funds and other assets and liabilities of the presently unincorporated association the Australian Hellenic Educational Progressive Association in New South Wales also known as the Order of AHEPA New South Wales.~~

~~(2) to take over the assets and liabilities of the Trustees of the unincorporated association.~~

~~(3) to adopt the objects of the unincorporated association namely:~~

- (a) to promote and encourage loyalty and patriotism to Australia, support its ~~constitution~~Constitution, obey its laws and respect its history and traditions~~;~~
- (b) to instruct the members of the ~~association~~Association by precepts and examples, in the tenets and fundamental principles of government~~;~~
- (c) to ~~instill~~instil in the members of the Association a due appreciation of the privileges and duties of citizenship, to encourage members to be interested and to participate in the political, civic and social activities and always to strive for the betterment of society~~;~~
- (d) to oppose tyranny and oppression wherever it exists in any form and at any level and to secure the perpetual existence of liberty of the nation as well as that of the individual~~;~~
- (e) to promote a better and comprehensive understanding of the Hellenic people and to spread and cultivate the attributes ideals and legacies of Hellenism~~;~~
- (f) to generate and champion a sincere love for education and culture by promoting and participating in the dissemination of both~~;~~
- (g) to promote and develop among the members a moral code befitting our society~~;~~
- (h) to stimulate promote and practice good fellowship~~;~~

- (i) to generate the spirit of altruism understanding ~~cooperation, co-operation~~ and benevolence and to establish and encourage a strong sense of tolerance in the Association and society in general;
- ~~(4)(j)~~ to create an ~~association~~Association of men and women with like attitudes of benevolence and ~~good will~~goodwill and foster the inculcation of Christian community values in support of the principles of good government and administration;
- ~~(5)(k)~~ to encourage membership of persons of Greek origin or extraction for the purpose of fostering a better understanding of the principles of integration into the Australian ~~Community~~community;
- ~~(6)(l)~~ to support and encourage dissemination of educational programs and affiliation with other organisations of the history and culture of the Hellenic (~~Greek-race~~) people and of the Australian community;
- ~~(7)(m)~~ to support charities and other charitable organisations concerned with the welfare of members of the community;
- ~~(8)(n)~~ to obtain any necessary accreditation with any State or Federal governmental agency for the furtherance of its objects.
- ~~(9)(o)~~ to promote and protect the interests of members and establish rules and standards for their conduct as members.
- ~~(10) — to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association or by virtue of this memorandum.~~
- ~~(11) — in furtherance of the objects of the Association to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association.~~
- ~~(12) — to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any Trusts the Association shall only deal with the same in such manner as is allowed bylaw having regard to such Trusts.~~

- ~~(13) — to enter into any arrangements with any Government or authority, federal, state, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions.~~
- ~~(14) — to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.~~
- ~~(15) — to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connection of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects; or for any public, general or useful object.~~
- ~~(16) — to construct, improve, maintain develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.~~
- ~~(17) — to invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.~~
- ~~(18) — to borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.~~
- ~~(19) — to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.~~
- ~~(20) — in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association.~~
- ~~(21) — to make or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.~~

- ~~(22) — to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.~~
- ~~(23) — to take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise,~~
- ~~(24) — to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.~~
- ~~(25) — in furtherance of the objects of the Association to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of this memorandum.~~
- ~~(26) — in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.~~
- ~~(27) — In furtherance of the objects of the Association to transfer all or any part of the property, liabilities and engagements of the Association to any one or more of the companies, institutions or associations with which the Association is authorized to amalgamate.~~
- ~~(28) — to make donations for patriotic or charitable purposes.~~
- ~~(29) — to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.~~
- ~~(30) — to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.~~

|

PART II — MEMBERSHIP

3.4. MEMBERSHIP QUALIFICATIONS

- (1) ~~Any~~A person ~~who has~~is a member of the Association:
- (a) ~~been~~if the person:
- (e) ~~was~~was a financial member of the unincorporated association predecessor of the Association on the ~~30~~30th June ~~1992~~1992 (being the end of the last financial year;
- and
- (d) ~~agrees to be bound by the code of ethics and rules of the unincorporated association.~~
- ~~shall be entitled to be a member of the Association~~
- ~~PROVIDED however that until such time as a person has been a financial member of the unincorporated association on the 30th June of the last financial year, such person shall be deemed to be an associate member and shall not participate in elections or resolutions.~~
- (2) ~~A person is qualified to be a member of the Association it but only if:~~
- (e)(i) ~~the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after~~ prior to the incorporation of the Association under the Act; or; and
- (f) ~~the person is a natural person who—~~
- (i) ~~has been nominated for membership of the Association as provided by rule Part II—4(1); and~~
- (ii) ~~has been approved for membership of the Association by the committee of the Association.~~by the Grand Lodge and the Committee; or
- (b) ~~notwithstanding any provisions or procedures in the By-Laws of any Chapter, if the person has been nominated, endorsed and entered in the register of members of the Association as provided by clause 5.~~

4.5. NOMINATION FOR MEMBERSHIP

- (1) ~~A nomination of~~A Chapter secretary or a member of the Committee of Management may nominate a person for membership of the Association;.
- (g)(2) ~~shall~~A nomination must be made in writing in the form determined by the ~~secretary of the unit~~Committee of the ~~unincorporated association nominating the person for membership of the Association; and~~Management.
- (h)(3) ~~shall~~A nomination must be lodged with the Secretary of the Association.

~~(2)~~(4) As soon as practicable after receiving a nomination ~~for membership~~, the Secretary shall refer the nomination to the ~~committee~~Committee of Management for endorsement ~~by the committee~~.

~~(3)~~(5) ~~The~~If the Committee of Management endorses the nomination, the Secretary shall notify the nominee and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under ~~rule 9(1) by a member as~~clause 10(1) as an entrance fee.

~~(4)~~(6) The Secretary shall, on payment by the nominee of the amount referred to in clause ~~(3)~~10(1) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

~~5.~~ **CESSATION OF MEMBERSHIP**

~~6.~~ **CESSATION OF MEMBERSHIP**

- (1) A person ceases to be a member of the Association if the person: ~~—~~
- (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled from the Association;
 - (d) ~~is an unfinancial~~has not been a financial member of ~~the unincorporated association~~their Chapter for a consecutive period of two (2) fiscal years.

~~6.7.~~ **MEMBERSHIP ENTITLEMENTS NOT ~~TRANSFERABLE~~TRANSFERABLE**

~~(1)~~ A right, privilege or obligation which a person has by reason of being a member of the Association

~~(a)~~ ~~is not capable of being transferred or transmitted to another person;~~
~~or~~

~~(b)~~(1) and terminates upon cessation of the person's membership.

~~7.8.~~ **RESIGNATION OF MEMBERSHIP**

~~(1)~~ A member ~~of the Association is not entitled to resign that membership except in accordance with this rule.~~

~~(2)~~(1) ~~A member of the Association who has paid all amounts payable in respect of the membership may resign from the Association by first giving written notice (being not less than 1 month or not less than such other period as the committee may determine) in writing thereof to the Secretary of that a member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.~~

~~(3)~~(2) ~~Where a member of the Association ceases to be a member pursuant to hold membership, the~~The Secretary shall make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

8.9. REGISTER OF MEMBERS

- (1) The ~~public officer of the Association~~Secretary shall establish and maintain a register ~~of the Association~~ specifying the ~~name~~ and ~~addresses any postal, residential or email address~~ of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge, by any member of the Association at any reasonable hour.

9.10. FEES, SUBSCRIPTIONS FEES, SUBSCRIPTIONS, ETC.

- (1) A member of the Association shall, upon admission to membership, pay \$1 plus GST or, where some other amount is determined by the ~~committee~~Committee of Management, that other amount.

10. MEMBERSHIP LIABILITIES

- ~~(1)~~(2) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by ~~Part 14~~ –rule 9 this Constitution.

11. RESOLUTION OF DISPUTES

- ~~(1)~~ A dispute between a member and another member (in their capacity as members) of the Association or a dispute between a member and the Association are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- ~~(2)~~ If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- ~~(3)~~ The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

11.12. DISCIPLINING ~~OF~~ MEMBERS

- (1) ~~Where the committee is of the opinion~~A complaint may be made to the Committee of Management by any person that a member of the Association:
 - (a) has ~~persistently~~ refused or neglected to comply with a provision or provisions of ~~these rules~~this Constitution, or
 - (b) has ~~persistently and wilfully~~ acted in a manner ~~prejudicial to~~that has prejudiced or has the capacity to prejudice the interests of the Association.
- ~~(2)~~ the committeeThe Committee of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- ~~(3)~~ If the Committee of Management decides to deal with the complaint, the Committee of Management:
 - ~~(a)~~ must cause notice of the complaint to be served on the member concerned, and

- ~~(b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee of Management in connection with the complaint, and~~
- ~~(c) must take into consideration any submissions made by the member in connection with the complaint.~~

~~The Committee of Management~~ may, by resolution—

- ~~(i) expel the member from the Association; or~~
 - ~~(ii) suspend the member from membership of the Association for a specified period.~~
- ~~(2)(4) A resolution of the committee under clause (1) is of no effect unless the committee at a meeting held not earlier than 14 days and not later than 28 days if, after service on the member of a notice under clause (3), confirms the resolution in accordance with this rule considering the complaint and any submissions made in connection with the complaint, it is satisfied that the expulsion or suspension is warranted in the circumstances.~~
- ~~(3) Where the committee passes a resolution under clause (1), the Secretary shall, as soon as practicable cause a notice in writing to be served on the member—~~
- ~~(a) setting out the resolution of the committee and the grounds on which it is based;~~
 - ~~(b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days if the Committee of Management expels or suspends a member, the secretary must, within seven (7) days after service of the notice;~~
 - ~~(c) stating the date, place and time of that meeting; and~~
 - ~~(d) informing the member that the member may do either or both of the following:—~~
 - ~~(i) attend and speak at the meeting;~~
 - ~~(ii) submit to the committee at or prior to the date of that meeting action is taken, cause a written representations relating to the resolution.~~
- ~~(4) At a meeting of the committee held as referred to in clause (3), the committee shall—~~
- ~~(a) give to the member an opportunity to make oral representations;~~
 - ~~(b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and~~
 - ~~(c) by resolution determine whether to confirm or to revoke the resolution.~~
- ~~(5) Where the committee confirms a resolution under clause (4), the Secretary shall, within 7 days after the confirmation, by notice in writing inform notice to be given to the member of the fact action taken, of the reasons given by the~~

Committee of Management for having taken that action and of the member's right of appeal under ~~rule 12 clause~~ 13.

- (6) ~~A resolution confirmed by the committee under clause (4)~~The expulsion or suspension does not take effect-;

~~(a)~~(d) until the expiration of the period within which the member is entitled to appeal against the resolution ~~where the member does not exercise the right of appeal within that period; concerned,~~ or

~~(b)~~(e) ~~whereif~~ within that period the member exercises the right of appeal, unless and until the Association confirms the resolution ~~pursuant to rule 12(4) under clause 13, whichever is the later.~~

12.13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in general meeting against a resolution of the ~~committee which is confirmed~~Committee of Management under ~~Part II — rule 11 (4) clause 12(4)~~ within 7seven days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause ~~(1);~~13(1), the Secretary shall notify the ~~committee~~Committee of Management which shall convene a general meeting of the Association to be held within ~~21~~28 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Association convened under clause ~~(2);~~13(2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the ~~committee~~Committee of Management and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote ~~by secret ballot~~ on the question of whether the resolution shall be confirmed or revoked.
- (4) ~~If at the general meeting the Association passes a special~~The appeal is determined by resolution ~~in favour of the confirmation~~members of the resolution, ~~the resolution is confirmed~~Association.

PART III ~~--~~ THE COMMITTEE

~~13.14.~~ **POWERS ~~ETC OF THE~~ ETC OF THE COMMITTEE**

- (1) ~~The committee shall be called "the Committee of Management" of the Association and subject~~ Subject to ~~the~~ The Act, ~~the~~ The Regulation ~~and these rules, this Constitution~~ and to any resolution passed by the Association in general meeting, the Committee of Management -
- (a) ~~shall~~ is to control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by ~~these rules~~ this Constitution to be exercised by a general meeting of members of the Association;
 - (c) has power to perform all such acts and do all such things as appear to the ~~committee~~ Committee of Management to be necessary or desirable for the proper management of the affairs of the Association;
 - (d) ~~the committee~~ shall not sell, purchase, mortgage, charge, lien, borrow, lend, encumber or create any liabilities without ~~approval first having been received by a special resolution made at a~~ of the members of the Association in general meeting.

~~14.~~ **CONSTITUTION AND COMPOSITION AND MEMBERSHIP**

~~(1)15.~~ **SUBJECT IN THE CASE OF THE FIRST MEMBERS OF THE COMMITTEE TO SECTION 21 OF THE ACT, THE COMMITTEE SHALL CONSIST OF: COMMITTEE**

- (1) The Committee of Management is to consist of:
- (a) one delegate from each Chapter; but in the absence of the delegate appointed by the Chapter, an alternate delegate from the same Chapter;
 - (a) ~~the office bearers~~ president for the time being of the Association; and
 - (b) ~~such number of ordinary members as corresponds to the number of Active Chapters of the unincorporated Association;~~
 - (c) ~~each of who~~ Grand Lodge shall be ~~elected as set out in Part III rule 15.~~
- (2)(b) ~~The office bearers~~ the President of the Association ~~shall be~~ ex officio;
- (a) ~~the President;~~
 - (b)(c) the vice president for the time being of the Grand Lodge shall be the Vice President of the Association ex officio;
 - (c) ~~the Treasurer; and~~
 - (d) the treasurer for the time being of the Grand Lodge shall be the Treasurer of the Association ex officio;
 - (d) ~~the Secretary.~~

- ~~(3)(e) Each member for the time being of the committeeGrand Lodge shall, hold office subject to rule 15. be the Secretary of the Association ex officio;~~
- ~~(4)(f) In~~ the event of a casual vacancy occurring in the membership of the ~~committeeCommittee of Management~~, the vacancy shall be filled in accordance with ~~rule 15(9).clause 18;~~
- ~~(5)(g) The~~the President or, in the President's absence, the Vice-President, shall preside as chairperson at each meeting of the ~~committee.Committee of Management; and~~
- ~~(6)(h) If~~ the President and the Vice-President are absent from a meeting of the ~~committeeCommittee of Management~~ or ~~are~~ unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

~~15. ELECTION OF MEMBERS~~

- ~~(1) The committee shall be elected from the following duly elected office bearers or members of the unincorporated association:~~
- ~~(a) Grand President~~
- ~~(b) District President~~
- ~~(c) nominated member from each chapter of the unincorporated association.~~
- ~~(2) Provided however that :~~
- ~~(a) the duly elected Grand President of the unincorporated Association shall automatically be appointed as the President of the Association~~
- ~~(b) the duly elected District President of the unincorporated association shall automatically be appointed as the Vice President of the Association~~
- ~~(3) Nomination of members~~
- ~~(a) The nomination of the member from each chapter of the unincorporated association under clause (1)(c) shall occur by way of an election process to be conducted by each of the respective chapters of the unincorporated association in the month of October and advised in writing to the Secretary by the secretary of the chapter of the unincorporated association within fourteen (14) days following the election of the committee member.~~
- ~~(b) The Vice-Presidents of the Lodges (Grand and District Lodges of N.S.W.) of the unincorporated association to be alternate members for the AHEPA N.S.W. Incorporated.~~
- ~~4A. Each chapter of the unincorporated association shall together with the committee member elected in clause (3), elect an alternate member who may assume all the~~

~~duties of the elected member in the absence of the elected member at any meeting of the committee.~~

~~4B. That the vice presidents of the lodges (Grand and District Lodges of NSW) of the unincorporated association to be alternate members for the AHEPA NSW Inc.~~

~~(5) The ballot for the election of office bearers of the Secretary and Treasurer shall be conducted in such usual and proper manner as the committee may direct in the first meeting of the committee following the election of the committee members. The first meeting of the committee following the election of the committee members shall be held no later than one month after the election of the committee members.~~

~~(6) Nominations of candidates, for election as office bearers of the Association shall be:~~

~~(a) made orally by any member of the committee at the meeting; convened under clause (5) and~~

~~(b) accompanied by the oral seconder at the same meeting and~~

~~(c) accompanied by the oral consent of the nominee.~~

~~(7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.~~

~~(8) If insufficient nominations are received to fill all vacancies on the committee, any vacant position remaining on the committee shall be deemed to be a casual vacancy.~~

~~(9) In the event of a casual vacancy occurring for any of the following—~~

~~(a) Grand President of the unincorporated association, or~~

~~(b) District President of the unincorporated association, or~~

~~(c) in any of the membership of the committee, other than the members described in sections (a) and (b) above, then~~

~~the unincorporated unit from where the vacancy has occurred shall nominate a replacement by way of the nomination and election process described in clause (3) to fill the vacancy, subject the following conditions.~~

~~The elected member replacing the—~~

~~(i) Grand President of the unincorporated association shall be either a sitting Grand President or a past Grand President of the unincorporated association, or the~~

~~(d) District President of the unincorporated association shall be either a sitting District President or a past District President of the unincorporated association.~~

~~The secretary of the unit of the unincorporated association shall notify the Secretary within fourteen (14) days following the election of the committee member.~~

~~The member so appointed shall hold office subject to these rules, until the elections are conducted as described in clause (3).~~

~~(10) In the event of the casual vacancy occurring for the office of the President of the association, the Vice President shall assume the duties of the President until a President has been elected.~~

16. SECRETARY

~~(1) The Secretary of the Association shall as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.~~

~~(2)~~(1) It is the duty of the Secretary to keep minutes of—;

- (a) ~~All~~ appointments of office-bearers of the ~~committee~~Committee of Management;
- (b) the names of members of the ~~committee~~Committee of Management present at a ~~committee~~Committee of Management meeting or a general meeting; and
- (c) all proceedings at ~~committee~~Committee of Management meetings and general meetings.

~~(3)~~(2) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by— the chairperson of— the next succeeding meeting.

17. TREASURER

(1) It is the duty of the ~~treasurer~~Treasurer of the Association to ensure that—;

- (a) all monies due to the Association are collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

18. CASUAL VACANCIES

(1) For the purposes of ~~the rules~~this Constitution, a casual vacancy in the office of a member of the ~~committee~~Committee of Management occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- ~~(c) becomes an insolvent under the administration within the meaning of the Companies (New South Wales) Code;~~
- ~~(c)~~ becomes a bankrupt;
- (d) resigns office by notice in writing to the Secretary;
- (e) is removed from office under ~~Part III – rule~~clause 19;
- (f) becomes of unsound mind or ~~a person whose person or estate is liable~~subject to be dealt with in any way a financial management order under the ~~law relating to mental health~~Guardianship Act 1987; or

- (g) is absent without the consent of the ~~committee~~Committee of Management from all meetings of the ~~committee~~Committee of Management held during a period of four months.

19. REMOVAL OF ~~COMMITTEE~~ MEMBER

- (1) The Association in a special general meeting may by ~~special~~ resolution remove any member of the ~~committee~~Committee of Management 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.
- (2) Where a member of the ~~committee~~Committee of Management to whom ~~the~~ proposed resolution referred to in this clause relates makes representations in writing to the Secretary or President ~~not~~not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or President may send a copy of the representations to each member of the Association or, if they 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.

20. ~~MEETING OF~~MEETINGS AND QUORUM

- (1) The ~~committee~~Committee of Management shall ~~met~~meet at least ~~six~~ (6) times in each period of twelve (12) months at such place and time as the ~~committee~~Committee of Management may determine. These meetings shall be held every second calendar month.
- (2) Written notice of a regular meeting of the ~~committee~~Committee of Management shall be given by the Secretary to each member of the ~~committee~~Committee of Management at least seven (7) days (or such other period as may be unanimously agreed upon by the members of the ~~committee~~Committee of Management) before the time appointed for the holding of the regular meeting.
- (3) Additional meetings of the ~~committee~~Committee of Management may be convened by any office bearer of the ~~committee~~Committee of Management by giving at least 48 hours oral or written notice stating the general nature of the business to be transacted at the additional meeting except business which the ~~committee~~Committee of Management member~~s~~ present at the additional meeting unanimously agree to treat as urgent business.
- (4) Notice of a regular meeting given under clause ~~(2)~~20(2) shall specify the general nature of the business to be transacted at the regular meeting, ~~except business,~~ which the ~~committee~~Committee of Management members present at the meeting unanimously agree to treat as urgent business.
- (5) ~~Any 50 per cent plus one of the current Committee of Management members of the committee constitute~~constitutes a quorum for the transaction of the business of ~~the~~ meeting of the ~~committee~~Committee of Management.
- (6) No business shall be transacted by the ~~committee~~Committee of Management 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 stands adjourned to the same place and at the same hour in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the ~~committee~~ Committee of Management:
 - (a) the President or, in the President's absence, the Vice-President shall preside or,
 - (b) if the President and the Vice-President are absent or unwilling to ~~ad~~preside as such, one of the remaining members present at the meeting shall preside.

21. APPOINTMENT OF ASSOCIATION MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

- (1) If at any time the number of Committee of Management members is less than the number required to constitute a quorum for a Committee of Management meeting, the Committee of Management members who are present at the meeting may appoint a sufficient number of members of the Association as Committee of Management members to enable the quorum to be constituted.
- (2) A member of the Committee of Management so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.

22. USE OF TECHNOLOGY AT COMMITTEE MEETINGS

- (1) A Committee of Management meeting may be held at 2 or more venues using such technology as may be approved by the Committee of Management and as gives each of the Committee of Management's members a reasonable opportunity to participate.
- (2) A Committee of Management member who participates in a Committee of Management 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.

21-23. DELEGATION BY ~~COMMITTEE~~COMMITTEE TO SUBCOMMITTEESUB-COMMITTEE

- (1) The ~~committee~~Committee of Management may by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the Association as the ~~committee~~Committee of Management thinks fit) the exercise of such of the functions of the ~~committee~~Committee of Management as are specified in the instrument other than:
 - (a) ~~This~~this power of delegation, and
 - (b) a function, which is a duty, imposed on the ~~committee~~Committee of Management by ~~the~~The Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this ~~rule~~clause may, while the delegation remains unrevoked, be exercised from

time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this ~~section~~clause may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this ~~rule~~clause, the ~~committee~~Committee of Management may continue to exercise any ~~function~~delegated function.
- (5) Any act or thing done or suffered by ~~a~~ sub-committee acting in the exercise of a delegation under this ~~rule~~clause has the same force and effect as it would have if it had been done or suffered by the ~~committee~~Committee of Management.
- (6) The ~~committee~~Committee of Management may by instrument in writing, revoke wholly or in part any delegation under this ~~rule~~clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22.24. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the ~~committee~~Committee of Management or of any sub-~~committee~~ appointed by the ~~committee~~Committee of Management shall be determined by a majority of the votes of members of the ~~committee~~Committee of Management or sub-committee present at the meeting.
- (2) Each member present ~~at~~of a meeting of the ~~committee~~Committee of Management or of any sub-~~committee~~ appointed by the ~~committee~~Committee of Management (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to ~~rule Part III – rule 20 (5), clause 20,~~ the ~~committee~~Committee of Management may act notwithstanding any vacancy on the ~~committee~~Committee of Management.
- (4) Any act or thing done or suffered or purporting to have been done or suffered by the ~~committee~~Committee of Management or by a sub-committee appointed by the ~~committee~~Committee of Management, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member or the ~~committee~~Committee of Management or sub-committee.

PART IV – GENERAL MEETINGS

23-25. ANNUAL GENERAL MEETINGS – HOLDING OF

- (1) ~~With the exception of the first annual general meeting of the Association, the~~The Association shall ~~at least once in each calendar year and~~ within the period of ~~6~~six months after: the expiration of each financial year of the Association convene an annual general meeting of its members.
- ~~(2) The Association shall hold its first annual general meeting –~~
 - ~~(a) Clause 25(1) has effect within the period of 18 months after its incorporation under the Act, and~~
 - ~~(b) within the period of 2 months after the expiration of the first financial year of the Association.~~
- ~~(3)~~(2) ~~Clauses (1) and (2) have effect subject to any extension~~later time that may be allowed or ~~permission granted by the Commission~~prescribed under section ~~26(337)(2)(b) of the~~The Act.

24-26. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- (1) The annual general meeting of the Association shall, subject ~~to The Act and to the Act and to Part IV rule 23~~this clause, be convened on such date and such place and time as the ~~committee~~Committee of Management thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be-
 - ~~(a)(c)~~ to confirm the minutes of the last ~~preceding~~ annual general meeting and of any special general meeting held since that meeting;
 - ~~(b)(d)~~ to receive from the ~~committee~~Committee of Management reports upon the activities of the Association during the last preceding financial year;
 - ~~(c)~~ to elect the Public Officer of the and,
 - ~~(d)(e)~~ to receive and consider ~~the statement~~any Financial Statement or Report which is required to be submitted to members ~~pursuant to section 26 (6) of the Act under The Act;~~
 - ~~(e)(f)~~ to consider any special resolution of which notice has been given in accordance with ~~these rules~~this Constitution;
 - ~~(f)(g)~~ Appoint to appoint the Association's auditors for the ensuing twelve months.
- (3) An annual general meeting shall be specified ~~as~~as such in the notice convening it.
- ~~(4) 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.~~

(5) Twenty-five (25) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(6) 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, and

(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 person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

Twenty (20) members (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a adjourned general meeting

25-27. SPECIAL GENERAL MEETINGS ~~CALLING~~ CALLING OFF

(1) The ~~committee~~Committee of Management may whenever it thinks fit convene a special general meeting of the Association.

(2) The ~~committee~~Committee of Management shall on the requisition in writing of not less than twenty-five (25) members ~~of the total number of members,~~ convene a special general meeting of the Association.

(3) ~~requisition~~Requisition of members for a special general meeting -

(a) shall state the purpose or purposes of the meeting~~;~~

(b) shall be signed by the members making the requisitions~~;~~

(c) shall be lodged with the Secretary and;

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the ~~committee~~Committee of Management fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged ~~With~~with the Secretary any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

(5) A special general meeting convened by a member or members referred to in clause ~~(46)~~ shall be convened as nearly as is practicable in the same manner general meetings are convened by the ~~committee~~Committee of Management and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

(6) 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.

- (7) Twenty-five (25) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (8) 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, and
 - (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 person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (9) 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 twenty (20)) are to constitute a quorum.

26-28. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall at least fourteen (14) days before the date fixed for the holding of the general meeting cause to be sent by prepaid post give a notice to each member ~~at the member's address appearing in the register of members~~, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting cause notice to be sent given to each member in the manner provided in clause ~~(1)~~28(1) specifying in addition to the matter required under clause 1 the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general ~~-meeting~~ shall be transacted at the meeting except in the case of an annual general meeting ~~business which may be transacted pursuant to rule Part IV rule 24 (2).~~
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. PROCEDURE

29. QUORUM FOR GENERAL MEETINGS

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under ~~these rules~~this Constitution to vote is present during the time that the meeting is considering the item.

- (2) Twenty-five (25) members present in person (being members entitled under ~~these rules~~this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement for a general meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (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~~members' present being not less than ~~15~~twenty (20) shall constitute a quorum.

28-30. **PRESIDING MEMBER**

- (1) The President or, in the ~~President's~~President's absence, the Vice-President shall preside as chairperson at each general meeting of the Association~~;~~.
- (2) If the President and the Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

29-31. **ADJOURNMENT**

- (1) The chairperson of a general ~~meeting~~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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which ~~the~~ adjournment took place.
- ~~(2) — Where~~In every case where a general meeting is adjourned ~~for 14 days or more,~~the Secretary shall give written notice ~~of the adjourned meeting~~of the adjourned meeting to each member of the Association stating the place~~;~~ and date ~~and time~~of the adjourned meeting and the nature of the unfinished business to be transacted~~at the meeting.~~
- ~~(3)~~(2) ~~Except as provided in clauses (1) and (2), 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.~~

30-32. **MAKING OF DECISIONS**

- ~~(1)~~(1) A question arising at a general meeting of the Association ~~shall~~may be determined ~~only~~by a show of hands~~and unless before or on.~~
- ~~(1)~~(2) ~~If the declaration of the question is to be determined by a~~If a show of hands ~~poll is demanded,~~is demanded, 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 Association~~,~~. is evidence of the fact without proof of the number or proportion of the votes recorded in favour of~~,~~. or against~~,~~. that resolution.

~~(2)(3)~~ (3) At a general meeting if the meeting decides that the question ought be determined by ballot, the ballot is to be conducted in accordance with the directions of the Association a poll may be demanded by the chairperson or by not less than 3 members present in person at the meeting.

~~(3)~~ Where a poll is demanded at a general meeting the poll shall be taken-

~~(a)~~ immediately in the case of a poll which relates to the question of an adjournment or

~~(b)~~ in any other case in such manner and at such time before the close of the meeting as the chairperson directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

31.33. SPECIAL RESOLUTION

~~(1)~~ A resolution of the Association is a special resolution if:

~~(a)~~ it is passed by a majority which comprises not less than three quarters of such members of the Association as being entitled under these rules so to do vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules or

~~(b)~~ (1) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph a) the resolution is passed in a manner specified by the Commission passed in the ways set out in The Act.

32.34. VOTING

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes shall be given personally and not by postal ballot.

(3) 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.

35. A MEMBER IS PROXY VOTES NOT PERMITTED

~~(4)~~ (1) Proxy voting must not be undertaken at any or in respect of a general meeting of the Association unless all money due and payable by the member to the Association has been paid.

PART V MISCELLANEOUS

~~33.~~ **INSURANCE**

~~36.~~ **REGISTER OF CHAPTERS**

- (1) The Secretary shall establish and maintain a register identifying:
- (a) each Chapter which has been chartered by the Order;
 - (b) the date that the Chapter received its charter;
 - (c) (if applicable) the date on which the charter was revoked by the Order;
 - (d) the name, postal address, e-mail address and telephone number of the delegate nominated from time to time by each Chapter for the purposes of clause 0 and
 - (e) the name, postal address, e-mail address and telephone number of the alternate delegate nominated from time to time by each Chapter for the purposes of clause 0.
- (2) The register shall be kept at the principal place of administration of the Association and shall be open for inspection free of charge, by any member of the Association at any reasonable hour.

~~37.~~ **INSURANCES**

- (1) The Association shall effect and maintain insurance ~~pursuant to section 44 of the Act.~~
- ~~(2) In addition to the insurance required under douse (1) the Association may effect and maintain other insurance.~~

~~34-38.~~ **FUNDS ~~SOURCE-~~ SOURCES**

- (1) The funds of the Association ~~shall~~are to be derived from entrance fees of members, donations, and, subject to any resolution passed by the Association in general meeting ~~such, any~~ other sources ~~as that~~ the ~~committee~~Committee of Management determines.
- (2) All money received by the Association ~~shall~~must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association ~~shall~~must, as soon as practicable after receiving any money, issue an appropriate receipt.

~~35-39.~~ **FUNDS ~~-~~MANAGEMENT**

- (1) Subject to any resolution passed by the Association in ~~a~~ general meeting, the funds of the Association ~~shall~~are to be used solely in pursuance of the objects of the Association in ~~such the~~ manner ~~as that~~ the Committee of Management determines.

- (2) All cheques, ~~draft~~drafts, bills of exchange, promissory notes and other negotiable instruments ~~shall~~must be signed by ~~any two authorised signatories.~~

40. ASSOCIATION IS NON-PROFIT

- (1) Subject to The Act and The Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for ~~any of its members of the Committee or employees of the Association being.~~

41. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- ~~(2)~~(1) Subject to The Act and The Regulations, in a winding up of the Association, any surplus property of the Association 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 or employees authorised to do so by the Committee.~~
- (2) ~~ALTERATION~~In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

36-42. CHANGE OF NAME, OBJECTS AND RULES CONSTITUTION

- ~~(1) The statement~~An application for registration of a change in the Association's name, objects and these rules may be altered, rescinded or added or Constitution in accordance with section 10 of The Act is to only be made by a special resolution of the Association

37. COMMON SEAL

- (1) ~~The common seal of the Association shall be kept in the custody of the public officer.~~
- ~~(2)~~(1) The common seal shall not be affixed to any instrument except by the authority of the or a Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or 1 of Management member of the committee and of the public officer or Secretary.

38-43. CUSTODY OF BOOKS ETC

- (1) Except as otherwise provided by ~~these rules the public officer shall keep in his or her custody or under his or her control~~this Constitution, all records, books and other documents relating to the Association, its Chapters, Foundations, Committee of Management and Clubs must be kept in New South Wales at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee of Management determines).

39-44. INSPECTION OF BOOKS ETC

- (1) The records, books and other documents ~~of relating to~~ the Association, ~~its Chapters, Foundations, Committee of Management and Clubs~~ shall be open to inspection free of charge by a member of the Association at any reasonable hour.
- (2) ~~Despite clause 44(1), the Committee of Management may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.~~

40-45. SERVICE ~~OF~~ NOTICES

- (1) For the purpose of ~~these rules~~this Constitution, a notice may be served ~~by or on behalf of the Association upon any member either or given to a person:~~
- (a) ~~by delivering it to the person personally, or~~
- ~~(1)(b)~~ (b) by sending it by pre-paid post to the ~~member at the member's~~ address ~~shown in~~of the register of members person, or
- (c) ~~Where the document~~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.
- (2) For the purpose of this Constitution, a notice ~~is sent to a person by properly addressing prepaying and posting to the person a letter containing the document shall~~taken, unless the contrary is proved ~~be deemed for the purposes of these rules, to have been given or served:~~
- (a) ~~in the case of a notice given or served personally, on the person at the time at~~date on which ~~the letter~~it is received by the addressee, and
- ~~(2)(b)~~ (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, and~~

41. ~~SURPLUS OF PROEPRTY~~

- (1) ~~Refer to rule 45.~~

PART V – ADDITIONAL RULES APPLICABLE TO CHARITIES**42. APPLICATION OF PART**

- (1) This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Collections Act 1934.

43. PAYMENT ETC OF OFFICE BEARERS AND MEMBERS

- (1) A member of the committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except
- (a) repayment of out of pocket expenses
 - (c) interest at a rate not exceeding interest at the rate for the time being 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.

46. FINANCIAL YEAR

- (1) The financial year of the Association is:
- (b) the period of time being which is or would be charged by the Association's bankers for money lent to the Association and
 - (c) reasonable and proper rent for premises let to the Association.

44. VACATION OF OFFICE

- (1) Without limiting the operation of Part III rule 18 the office of a member of the committee shall become vacant if
- (a) the member holds an office of profit in the Association.
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

45. SURPLUS PROPERTY

- (1)(a) At the first general meeting of the Association, the Association shall, notwithstanding rule 42, pass a special resolution nominating a charity registered under the Charitable Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the commencing on the date of incorporation of the Association, and ending on the following 30 June, and
- (2) The charity so nominated shall be one which fulfils each period of 12 months after the requirements specified in section 53(2) (a) (c) expiration of the Act.

~~46. NOTIFICATION OF PROPOSED ALTERATIONS TO THE RULES~~

- ~~(1) A proposed alteration of the rules or of these statement of objectsprevious financial year of the Association shall be notified to the Minister administering the Charitable Collections Act 1934 in the manner required by the regulations under that Act.~~

~~47. COMPLIANCE WITH CHARITABLE COLLECTIONS ACT 1934~~

- ~~(1) The Association shall comply with such of the provisions of the Charitable Collections Act 1934 (NSW) & the regulations thereunder as are applicable to it during such time as the Act applies, commencing on 1 July and in the event of the Charitable Fund Raising Act 1991 being proclaimed in substitution of such act then the Association shall comply with the regulations under such act.~~

~~48. BY LAWS AND ADOPTION~~

- ~~(1) The Association immediately upon registration shall adopt the constitution and rules of the former unincorporated Association and these shall be the by-laws and internal structure of the Association and each individual member shall be bound by them.~~
- ~~(2)(b) Where the constitution and rules of the former unincorporated Association conflict with any section of the rules of the incorporated Association the rules of the incorporated Association shall take precedenceending on the following 30 June.~~