



CONSTITUTION

Under the Associations Incorporation Act 2009

INC Y0437925

*Approved by NSW Fair Trading
22 January 2026*

*Adopted at the Wentworth Show Society Inc AGM
20 November 2025*

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Title

The title of the Association shall be the Wentworth Show Society Inc. and the headquarters shall be at Wentworth Showgrounds, Pavilion Road, Wentworth, NSW where all meetings shall be held unless otherwise directed by the committee.

Mission Statement

As an Agricultural Show Society and not for profit organisation the Wentworth Show aims to promote the development of pastoral, agricultural, horticultural, industrial, tourism and technological resources within the Wentworth Shire.

It holds exhibitions and gymkhanas at the Wentworth Showgrounds or other such places as maybe decided for the display of sheep, cattle, horses, dogs, poultry and other livestock.

The Wentworth Show Society is proud to encourage and celebrate the achievements of the whole community, including local schools, with competitions of produce, craft and art.

It is the Wentworth Show Society's objective to hold a Show in a safe environment for patrons and the welfare of animals involved.

The Wentworth Show is an authentic country show retaining its rustic, rural flavour in a relaxed atmosphere whilst catering to an increasingly wide variety of tastes.

Part 1 Preliminary

1 Definitions

(1) In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

Association is Wentworth Show Society Inc.

financial year means 1st November to 31st October

membership year 1st March to last day of February

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

ordinary committee member means a committee member who is not an office-bearer.

office-bearer means a committee member who is elected to an office referred to in Part 3, clause 17 (1)(a)(i) - (iv).

registered charity means a charity that is registered under the ACNC Act.

register of members means the register of members maintained under Part 2, clause 6.

exercise a function includes perform a duty.

function includes a power, authority or duty.

While the association is a registered charity, the ACNC Act and the Act override any clauses in this constitution which are inconsistent with those Acts.

If the association is not a registered charity (even if it remains a charity), the Act overrides any clause in this constitution which is inconsistent with that Act.

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.

Meetings:-

- (a) **annual general meeting** Part 4, clause 32
- (b) **special general meeting**, of the association, means a general meeting of the association convened under Part 4, clause 33.
- (c) **committee meeting** of the association, means a meeting of committee members. Part 3, clause 25.
- (d) **subcommittee** means a subcommittee established under Part 3, clause 24.
- (e) **executive subcommittee meeting** means a sub-committee of office bearers, established under Part 3 clause 24 (8)

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

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

Note: The Act, Part 4 deals with various matters relating to the management of associations.

2 Minimum Governance Standards

- (1) The association must be governed in accordance with ACNC standards, ensuring accountability, transparency, and compliance with all legal obligations.
- (2) The committee must act with care and diligence, manage conflicts of interest, maintain accurate financial records, and ensure decisions align with the association's charitable purpose.
- (3) Members must have access to key governance information, and the association must operate fairly, ethically, and in the best interests of its members and beneficiaries.

3 Charitable Purpose of the Wentworth Show Society Inc exists for the following charitable purposes:

- (1) Advancing Agriculture and Agricultural Heritage
 - (a) Promote and support advancements in agricultural practices, innovation, and education.
 - (b) Preserve and celebrate the agricultural heritage of the region through events, exhibitions, and community engagement.
 - (c) Provide opportunities to showcase agricultural achievements and rural traditions through events such as the annual Wentworth Show.
- (2) Fostering Community Wellbeing and Engagement
 - (a) Organise and host community celebrations, engagement, and cultural activities, including the annual Wentworth Show.
 - (b) Enhance the economic and social wellbeing of the local community by fostering connections between urban and rural populations.
 - (c) Collaborate with landowners, local councils, and other stakeholders to ensure access to suitable venues for events that benefit the public.
- (3) Advancing Education
 - (a) Deliver educational programmes and events that increase knowledge and skills in agriculture, horticulture, and related industries.
 - (b) Inspire and support youth involvement in agricultural activities, competitions, and leadership development.
 - (c) Provide opportunities for training, workshops, and learning experiences for all ages.
- (4) Promoting Cultural and Recreational Activities
 - (a) Celebrate local heritage, arts, and rural culture through events, performances, and exhibitions.
 - (b) Provide opportunities for equestrian sports, livestock exhibitions, and other agricultural competitions.
 - (c) Facilitate recreational, educational, and social activities that promote community participation.
- (5) Supporting Public Welfare and Economic Development
 - (a) Offer opportunities for local businesses, food and fibre producers, and organisations to showcase their work and connect with the wider public.
 - (b) Strengthen the local economy by attracting visitors and participants to events hosted by the Wentworth Show Society.
 - (c) Work with local councils and other stakeholders to ensure the ongoing viability of community-based agricultural events.

Part 2 Members of association

4 Membership generally

- (1) An individual is taken to be a member of the association if
 - (a) the person applied to be a member under clause 5 (1) and the application has been approved, and
 - (b) the person has been entered into the register of members per clause 5 (6)
- (2) A person who is not an individual is not eligible to be a member of the association.
- (3) Memberships available consist of:-
 - Ordinary Annual Member,
 - Financial Life Member,
 - Honorary Life Member, awarded by the committee.

5 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. If rejected the applicant will be advised and membership fee will be refunded within 28 days of notification.
- (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 subscription fee payable under clause 7 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.
- (7) The applicant becomes a member once the applicant's name is entered in the register.

6 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 phone number, 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, 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) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) 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.
- (6) 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.

7 Membership Fees

- (1) An annual member must pay to the association an annual membership fee as determined by the committee.
- (2) A Financial Life member must pay to the association a financial life membership fee as determined by the committee. Once a financial life member is approved, the member will hold the same obligations and rights as an annual member except as to annual fees.

8 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 7:

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

9 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) willfully acted in a way prejudicial to the interests of the association.

- (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 resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 14 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 10.
- (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 10.

10 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 9 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 within 7 days.
- (4) If notified that a notice has been received, the committee must call a special general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the special 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.

11 Dispute Resolution

- (1) Internal Resolution:

- (a) Members must first attempt to resolve disputes informally through direct discussion.
- (2) Mediation:
 - (a) If unresolved, the dispute must be referred to an independent mediator, agreed upon by both parties, or appointed by a Community Justice Centre (CJC) under the Community Justice Centres Act 1983 (NSW).
- (3) Final Resolution:
 - (a) If mediation fails within 60 days, the dispute must be referred to arbitration under the Commercial Arbitration Act 2010 (NSW), with the arbitrator's decision being final and binding.
- (4) Fair Process:
 - (a) All parties must be given a fair hearing, and disputes must be handled confidentially and impartially.
- (5) No Legal Action:
 - (a) Members must not initiate legal proceedings until all internal resolution steps are exhausted.

12 Whistleblower Protection

- (1) Members, volunteers, and staff may report misconduct or breaches in writing to the President, Secretary, or a committee member.
- (2) All reports must be kept confidential, and whistleblowers must be protected from retaliation.
- (3) The committee is responsible for investigating concerns fairly and escalating serious issues to relevant authorities if required.

13 Membership Rights and Responsibilities

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

- (1) Rights of Members
 - (a) Members have the right to:
 - (i) Vote at general meetings, including AGMs and special resolutions.
 - (ii) Nominate and be nominated for committee positions.
 - (iii) Access association records, including financial reports and meeting minutes, subject to privacy laws.
 - (iv) Participate in decision-making and discussions on the association's governance and activities.
 - (v) Receive notice of meetings and proposed constitutional changes.
- (2) Admission to the association's show and to other such activities held by the association as may be determined by the committee.
- (3) Nothing in this rule shall limit the right of the committee or its duly authorised officers to exclude members from any buildings used by the association, where, in the opinion of the committee or its authorised officer, such exclusion is at anytime necessary for the proper control and management of any exhibition, or show or gathering or for any other reason which the committee may think sufficient.
- (4) Responsibilities of Members
 - (a) Members must:
 - (i) Act in good faith and in the best interests of the association.

- (ii) Comply with the constitution and any lawful decisions of the committee or members.
 - (iii) Respect confidentiality of association matters where required.
 - (iv) Pay membership fees and meet financial obligations on time.
 - (v) Conduct themselves in a manner that upholds the integrity and values of the association.
- (5) Member Transparency
- (a) The Association must:
 - (i) Maintain a current register of members, including contact details.
 - (ii) Provide fair and equal access to all eligible individuals who wish to join.
 - (iii) Ensure that any disciplinary actions or membership terminations follow a fair and transparent process.
- (6) An Honorary Life membership cannot be transferred to another person.
- (7) A Financial Life Membership may be transferred on the death of said member to his/her surviving spouse.

14 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.

15 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 membership fee payable under clause 7 (1) within 3 months of the due date.

Part 3 Committee

Division 1 Constitution

16 Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in a committee 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 a special 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.
- (d) The committee must comply with their duties as responsible persons under legislation and common law (judge-made law), and with the duties

described in governance standard 5 of the regulations made under the ACNC Act.

- (e) Committee members must act in good faith and in the best interests of the association, ensuring decisions align with its charitable purpose.
- (f) They are responsible for overseeing governance, financial management, and compliance with legal obligations.
- (g) Duties include attending meetings, maintaining confidentiality, managing conflicts of interest, and ensuring transparent decision-making.
- (h) Members must exercise due care, diligence, and integrity in all association matters.

17 Composition of committee

(1) The committee must have no less than 8 and no more than 36 members, as elected in accordance with clause 19, consisting of:

- (a) the following office-bearers:
 - (i) the president,
 - (ii) two vice-presidents,
 - (iii) the secretary,
 - (iv) the treasurer, and
- (b) at least 3 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

(2) An office-bearer may hold up to 2 offices, other than any combination of the offices of president, vice-president and treasurer.

18 Conflict of Interest

Committee members must immediately declare any conflicts of interest. Conflicted members must not participate in related decisions, and all conflicts must be recorded in the meeting minutes.

19 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) signed by at least 2 members of the association, not including the candidate, and
- (c) accompanied by the written consent of the candidate to the nomination, and
- (d) given to the secretary prior to the commencement of the annual general meeting or during the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies:

(4) the candidates nominated are taken to be elected, or, a call for further nominations must be made at the meeting.

(5) 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.

(6) Vacancies that remain after a call for further nominations are taken to be

casual vacancies.

- (7) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (8) 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.

20 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected for a 3 year term.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

21 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 may by resolution:
 - (a) remove a committee member from office at any time following the completion of the process outlined in clause 9 (4), 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 committee 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 committee 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 next annual general meeting.

22 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge:
- (a) a notice with the association specifying the secretary's address and
 - (b) a notice to the Agricultural Societies Council of NSW
- (2) The secretary must keep minutes of:
- (a) all elections of committee members, and
 - (b) the names of members present at all association meetings.
 - (c) all proceedings at all association meetings.
- (3) The minutes must be:
- (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

23 Treasurer

The treasurer of the association must ensure:

- (a) all money owed to the association is collected, and
- (b) all payments authorised by the association are made, and
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities, and
- (d) they provide a financial report for each committee meeting.

24 Delegation to subcommittees

- (1) The committee may:
- (a) establish 1 or more subcommittees to assist the committee to exercise specific committee 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.
- Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.
- (3) Subcommittees will be subject to such conditions and limitations as the committee determines.
- (4) Subcommittees may be disbanded at any time by way of a resolution being passed at a committee meeting.
- (5) The president and vice presidents shall be ex-officio members of all subcommittees.
- (6) A subcommittee may meet and adjourn as it sees fit, however;

- (a) The subcommittee must submit a report at the next committee meeting for consideration by the committee.
 - (b) Business must be limited to the specific function for which the subcommittee was formed.
- (7) A subcommittee must not maintain separate bank account or undertake any financial functions on behalf of Wentworth Show Society Inc.
- (8) An **executive subcommittee** may be appointed consisting of the president, the vice-presidents, secretary, treasurer, immediate past president and three committee members.
- (a) An executive subcommittee may be given power to deal with matters of urgency (except in cases where the committee has given authority to take action) between meetings of the committee and shall be subject to report to and provide confirmation of its action by the committee.

Division 2 Procedure

25 Committee meetings

- (1) The committee must meet at least 3 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.

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

26 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) other business that the committee members present at the meeting unanimously agree to be transacted.

27 Quorum

- (1) The quorum for a meeting of the committee is 5 committee members.
- (2) The quorum for a meeting of any subcommittee is a majority of the subcommittee.
- (3) No business may be transacted by the committee unless a quorum is present.
- (4) 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.
- (5) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

- (6) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (7) A committee member appointed under subclause (6) holds office, subject to this constitution, until the next annual general meeting.
- (8) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

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

28 Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent - a vice-president,
 - (c) if both the president and vice-presidents 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.

29 Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

30 Acts valid despite vacancies or defects

- (1) Subject to clause 27 (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.

31 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 in person meeting of the committee meeting for the purposes:
 - (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.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

32 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.

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

33 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 special general meeting called by the committee.

34 Notice of special general meeting

- (1) The secretary must give each member notice of a special 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
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice.
- (4) A member may give written notice to the secretary of business the member wishes to raise at a special 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 special general meeting.

35 Quorum

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

36 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 2 days 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.

37 Presiding member

- (1) The following member presides at a special general meeting:
 - (a) the president,
 - (b) if the president is absent - a vice-president,
 - (c) if both the president and vice-presidents 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.

38 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 40 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.

39 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 10.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

40 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.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

41 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,
- (b) the secretary, or
- (c) the president.

42 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 who are not related by birth or marriage or in a relationship.

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

43 Financial Management

- (1) Use of Funds
 - (a) All funds must be used solely for the association's purposes and not for personal gain.
 - (b) All funds must only be used to further the association's charitable objectives.
 - (c) No Private Benefit – Funds cannot be distributed to members, except for:
 - (i) Reimbursement of reasonable expenses.

- (ii) Fair compensation for approved services at market rates.
- (2) Financial Records
 - (a) Annual financial reports must be prepared and submitted as required by ACNC and NSW law.
 - (b) The association must meet ACNC and ATO reporting obligations, ensuring funds are used as intended.
 - (c) Accurate records of income, expenses, and assets must be kept for at least 7 years.
- (3) Payments & Approvals
 - (a) All spending must be documented and approved.
 - (b) Payments over a set threshold require dual authorisation.
 - (c) Payments must be approved by two authorised signatories and recorded.
- (4) Audit/Review
 - (a) If required by law, accounts must be audited or independently reviewed.

44 Record-Keeping

- (1) The association must maintain accurate financial and governance records for at least seven years, including meeting minutes, financial statements, and member registers.
- (2) Records must be kept securely and be accessible to authorised members as required by law, ensuring transparency and compliance with ACNC and regulatory obligation.

45 Transparency & Reporting

- (1) Financial Statements
 - (a) The association must provide members with annual financial statements, including income, expenses, and assets.
- (2) Member Access
 - (a) Members must be given access to financial records and governance updates on request.
- (3) Public Disclosure
 - (a) If required by law, key financials must be made publicly available in line with ACNC rules.
- (4) Compliance
 - (a) The association must meet all ACNC and ATO reporting obligations ensuring funds are used as intended.
 - (b) The association must ensure that its activities comply with all ACNC requirements and maintain its status as a charity registered with the ACNC.
 - (c) The association must not engage in activities that would cause it to lose its charitable status under Australian law.
- (5) ACNC Reporting Compliance
 - (a) The association must comply with all ACNC reporting obligations, including submitting annual financial statements and updates on governance or structural changes.
 - (b) Records must be kept for at least seven years, and any significant compliance issues must be reported to the ACNC as required by law.

46 Insurance

The association may take out and maintain insurance as appropriate for the

association's assets and liabilities.

47 Not-for-Profit Status

- (1) The assets and income of the association must be applied solely to further its charitable purposes.
- (2) No portion of the association's income or assets may be distributed directly or indirectly to members except as:
 - (a) Bona fide compensation for services rendered or expenses incurred on behalf of the association;
 - (i) Payments made in pursuit of the association's charitable purposes.
- (3) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

48 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 last known 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.

49 Volunteer and Employee Management

- (1) The association must ensure that volunteers and employees are treated fairly, provided with clear roles and responsibilities, and supported in carrying out the association's charitable purpose.
- (2) All personnel must comply with the association's policies, including ethical conduct, workplace safety, and confidentiality.
- (3) The committee is responsible for ensuring a safe, inclusive, and respectful environment for all volunteers and employees.

50 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.

51 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.

52 Financial year

The association's financial year is from 1st November to 31st October each year.

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

53 Winding Up Process

- (1) The association may be wound up by a special resolution of members or by legal directive.
- (2) Before winding up, all debts and liabilities must be paid in full.
- (3) Regulatory Compliance
- (a) The association must notify ACNC, NSW Fair Trading, and the ATO of its winding up.
 - (b) This clause must be interpreted in line with the Associations Incorporation Act 2009 (NSW) and ACNC Act 2012 (Cth).

54 Dissolution and Distribution of Assets

- (1) If the association is wound up or dissolved, any remaining surplus assets must be transferred to another organisation that:
- (a) Is an ACNC-registered charity with similar purposes.
 - (b) Is a registered charity under the Australian Charities and Not-for-profits Commission Act 2012 (Cth);
 - (c) Has similar charitable purposes to the association.
 - (d) Is not carried on for the profit or personal gain of its members.

- (2) The recipient organisation must be determined by a special resolution of the association's members, or if no resolution is passed, by a court or regulatory body with jurisdiction over such matters.
- (3) Under no circumstances may assets be distributed to members or used for personal gain.

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