Early Childhood Australia (NSW) Inc.
Constitution

*Associations Incorporation Act 2009 (NSW)*

*Ratified Thursday 5th May, 2016*
Part 1 Preliminary

Objective

1) **Objectives** The Objectives of the Association are to:

a) Promote social justice, equity and the rights of young children (aged birth to eight years) in all issues relating to their education and care;

b) Promote and ensure high standards of practice and understanding among those who are responsible for the care of, and supporting the development and education of, young children;

c) Advocate and publicly campaign for policy changes and action regarding early childhood education and care and to promote the best interests and wellbeing of young children, their families and the people who work with them;

d) Maintain and promote a body of knowledge and informed views on issues regarding the education and care of young children and their families;

e) Disseminate information regarding the education and care of children;

f) Facilitate communication, interaction and debate among associated interest groups so as to further the best interests of young children;

g) Build the capacity of the sector to create a more inclusive society and address disadvantage and vulnerability; and

h) Anything ancillary to the objects referred to in Section A Clause 1 (a) to (g).

i) Advocate for and promote the specific needs and interest of NSW members through state based initiatives, regional groups and communication with National Office.

1) .

2) **Definitions**

a) In this constitution:

i) **the Act** means the *Associations Incorporation Act 2009*.

ii) **Association** – Early Childhood Australia (NSW) Incorporated

iii) **Annual General Meeting** means a general meeting which transacts the business of the association

iv) **Branch** – A separately constituted entity which subscribes to the vision, values and objects of Early Childhood Australia Inc. and has been approved by a National Council meeting to be a Branch of Early Childhood Australia Inc.

v) **Executive** means the executive committee of the Association constituted and having functions described in Rule 14.
vi) *Early childhood* – the period from birth to eight years of age

vii) *Electronic media* – includes but is not limited to email, facsimile, video conferencing, telephone

viii) *General Meeting* means a meeting of the members whereby at least 14 days notice has been given.

ix) *Government* – means the Government of the Commonwealth of Australia or the State Government of NSW as appropriate

x) *Member* a member of the Association of any class including a duly nominated representative of a service or organisational member who may act as a member while serving as a representative.

xi) *Month* – a calendar month

xii) *National Council* – A general meeting of the members of Early Childhood Australia Inc. represented by Branch delegates and members of the Board of Directors with the Chief Executive Officer and other staff in attendance.

xiii) *National Office* – the National Office of Early Childhood Australia Inc.

xiv) *Ordinary executive member* means a member of the executive committee who is not an office-bearer of the Association.

xv) *Ordinary Resolution* – means a resolution of members which is passed at a General Meeting by a majority of the votes cast on the resolution.

xvi) *Person* – in reference to membership means a person or organisation which is a member of the Association

xvii) *Public Officer* – is a person appointed by the Executive to undertake the responsibilities required under the NSW Associations Incorporation Act 1984.

xviii) *Register* – means the register of members established under Rule 7.

xix) *Secretary* means:

(1) the person holding office under this constitution as secretary of the Association, or

(2) if no such person holds that office—the Public Officer of the Association.

xx) *Special general meeting* means a general meeting of the Association other than an annual general meeting.

xxi) *Special Resolution* means a resolution of members which is specified as a special resolution in the notice convening the general meeting at which it is proposed and

(1) is passed by a majority of not less than three quarters of the votes cast on the resolution: or
(2) 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 (1) is passed in a manner specified by the Commission.

xxii) the Regulation means the Associations Incorporation Regulation 2010.

b) In this constitution:

i) a reference to a function includes a reference to a power, authority and duty, and

ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

c) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
Part 2 Membership

3) Membership generally
   a) A person is taken to be a member of the association if the person was one of the
      individuals on whose behalf an application for registration of the Association under section
      6 (1) (a) of the Act was made.
   b) A person or organisation is a member of the Association if the person or organisation has
      paid their membership to National Office and been approved for membership of the NSW
      Branch.
   c) There are five classes of members defined as follows:-
      i) Individual members - persons who do not represent any service or organisation
      ii) Service members – for individual childcare centres, preschools, schools, family day
          care schemes, occasional care or mobile services etc
      iii) Organisation members- for a group of services, including government entity, state-wide
          services, non-government organisation, multi service operator/provider etc.
      iv) Concession – available to full time students, pensioners and health care cardholders.
      v) Life membership. Members of the Association may by Special Resolution resolve to
         bestow life membership on members who have made a significant contribution to ECA
         at a State or National level.
   d) Service and Organisation members may nominate two representatives who shall
      i) Be able to act as members of the Association including nomination for office and
         quorum or voting at meetings.
      ii) Such representatives shall continue to act as members unless replaced in writing by
         another representative.
      iii) In the event of any dispute regarding who is a duly nominated representative, the
         Secretary shall contact the office of the organisation or service and request clarification
         of their representatives in writing.

4) Application for membership
   a) An application of a person or organisation for membership of the Association:
      i) Must be lodged with the National Office in the manner set out on the ECA National
         website.
      ii) As soon as practicable after receiving an application for membership, the National
          Office must refer the application to the Executive for ratification.
      iii) The National Office must, on receipt of payment by the applicant, enter the name in the
          register in the appropriate class so that person becomes a member in that class.

5) Cessation of membership
   a) A person or organisation ceases to be a member of the Association if the person:
      i) dies, or
ii) resigns membership, or
iii) is expelled from the association, or
iv) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due, or.
v) had previously been nominated as a representative of a service or organisation member but is replaced as a representative.

6) Membership entitlements not transferable

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

7) Resignation of membership

a) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member’s intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

b) If a member of the association ceases to be a member under sub clause (a), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8) Register of members

a) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

b) The register of members must be kept in New South Wales:
   i) at the main premises of the association, or
   ii) if the association has no premises, at the association's official address.

c) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

d) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than $1 for each page copied.

e) If a member requests that any information contained on the register about the member (other than the member’s name) not be available for inspection, that information must not be made available for inspection.
f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
   i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
   ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9) Fees and subscriptions

a) A member of the association must on application for membership, pay to the association a subscription fee.

b) Membership subscriptions are payable on an annual basis and must be paid at the time or times determined by the National Office.

10) Members’ liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, 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 clause 8.

11) Resolution of disputes

a) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

c) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

12) Disciplining of members

a) A complaint may be made to the committee by any person that a member of the association:
   i) has refused or neglected to comply with a provision or provisions of this constitution, or
   ii) has wilfully acted in a manner prejudicial to the interests of the association.

b) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

c) If the committee decides to deal with the complaint, the committee:
i) must cause notice of the complaint to be served on the member concerned, and
d) The committee may, by resolution, expel the member from the association or suspend the
member from membership of the association if, after considering the complaint and any
submissions made in connection with the complaint, it is satisfied that the facts alleged in
the complaint have been proved and the expulsion or suspension is warranted in the
circumstances.
i) must give the member at least 14 days from the time the notice is served within which
to make submissions to the committee in connection with the complaint, and
e) If the committee expels or suspends a member, the secretary must, within 7 days after the
action is taken, cause written notice to be given to the member of the action taken, of the
reasons given by the committee for having taken that action and of the member’s right of
appeal under clause 12.
ii) must take into consideration any submissions made by the member in connection with
the complaint.
f) The expulsion or suspension does not take effect:
i) until the expiration of the period within which the member is entitled to appeal against
the resolution concerned, or
ii) if within that period the member exercises the right of appeal, unless and until the
association confirms the resolution under clause 12 whichever is the later.

13) Right of appeal of disciplined member

a) A member may appeal to the association in general meeting against a resolution of the
committee under clause 11, within 7 days after notice of the resolution is served on the
member, by lodging with the secretary a notice to that effect.
b) The notice may, but need not, be accompanied by a statement of the grounds on which
the member intends to rely for the purposes of the appeal.
c) On receipt of a notice from a member under sub clause (a), the secretary must notify the
committee which is to convene a general meeting of the association to be held within 28
days after the date on which the secretary received the notice.
d) At a general meeting of the association convened under sub clause (c):
i) no business other than the question of the appeal is to be transacted, and
ii) the committee and the member must be given the opportunity to state their respective
cases orally or in writing, or both, and
iii) the members present are to vote by secret ballot on the question of whether the
resolution should be confirmed or revoked.
e) The appeal is to be determined by a simple majority of votes cast by members of the
association.

14) Life Membership
(a) Life Membership may be bestowed on members who have made a significant contribution at a State or National level. Life Membership is voted on by the executive.
Part 3 The Executive

15) Powers of the Executive

a) The Committee of ECA NSW Branch is known as the Executive.
b) Subject to the Act, the Regulation and this constitution and to any resolution passed by
the association in general meeting, the Executive:

i) is to control and manage the affairs of the association, and
ii) may exercise all such functions as may be exercised by the association, other than
those functions that are required by this constitution to be exercised by a general
meeting of members of the association, and
iii) has power to perform all such acts and do all such things as appear to the committee
to be necessary or desirable for the proper management of the affairs of the
association.

16) Composition and membership of Executive

a) The Executive is to consist of:
   i) the office-bearers of the association, and
   ii) at least 5 ordinary committee members, each of whom is to be elected at the annual
general meeting of the association under clause 15.

b) The total number of committee members may be up to 13.

c) The office-bearers of the association are as follows:

   i) the president,
   ii) the vice-president,
   iii) the treasurer,
   iv) the secretary.

d) An Executive member may hold up to 2 offices (other than both the president and vice-
   president offices).

e) Each member of the Executive is, subject to this constitution, to hold office until the
   conclusion of the annual general meeting following the date of the member’s election, but
   is eligible for re-election.

17) Election of Executive members

a) Nominations of candidates for election as office-bearers of the association or as ordinary
   Executive members:
   i) must be made in writing, signed by 2 members of the association and accompanied by
      the written consent of the candidate (which may be endorsed on the form of the
      nomination), and
   ii) must be delivered to the secretary of the association at least 7 days before the date
      fixed for the holding of the annual general meeting at which the election is to take
      place.
b) If insufficient nominations are received to fill all vacancies on the Executive,

i) the candidates nominated are taken to be elected and further nominations are to be
received at the annual general meeting.

ii) If insufficient further nominations are received, any vacant positions remaining on the
Executive are taken to be casual vacancies.

c) If the number of nominations received is equal to the number of vacancies to be filled, the
persons nominated are taken to be elected.

d) If the number of nominations received exceeds the number of vacancies to be filled, a
ballot is to be held.

e) The ballot for the election of office-bearers and ordinary Executive members of the
Executive is to be conducted at the annual general meeting in such usual and proper
manner as the Executive may direct.

f) A person nominated as a candidate for election as an office-bearer or as an ordinary
Executive member of the association must be a member of the association or a duly
nominated representative of an organisational or service member. A person who is a
nominated representative who is elected as an executive member is expected to become
an individual or concession member of the Association within 90 days.

18) **Secretary**

a) The secretary of the association must, as soon as practicable after being appointed as
secretary, lodge notice with the association of his or her address.

b) It is the duty of the secretary to ensure that minutes are kept for:

i) all appointments of office-bearers and members of the Executive, and

ii) the names of members of the Executive present at a Executive meeting or a general
meeting, and

iii) all proceedings at Executive meetings and general meetings.

c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or
by the chairperson of the next succeeding meeting.

19) **Treasurer**

a) It is the duty of the treasurer of the association to ensure:

i) that all money due to the association is collected and received and that all payments
authorised by the association are made, and

ii) that 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.
20) **Casual vacancies**

a) In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

b) A casual vacancy in the office of a member of the Executive occurs if the member:
   
   i) dies, or
   
   ii) ceases to be a member of the association, or

   iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

   iv) resigns office by notice in writing given to the secretary, or

   v) is removed from office under clause 19, or

   vi) becomes a mentally incapacitated person, or

   vii) is absent without the consent of the Executive from 3 consecutive meetings of the committee, or

   viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

   ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21) **Removal of Executive members**

a) The association in general meeting may by resolution remove any member of the Executive 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.

b) If a member of the Executive to whom a proposed resolution referred to in sub clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22) **Committee meetings and quorum**

a) The Executive must meet at least three times in each period of 12 months at such place and time as the Executive may determine.
b) Following the Annual General Meeting, at its first meeting the new executive shall establish a schedule of up to twelve executive meetings for the year.

c) Additional urgent meetings of the Executive

   i) May be convened by the president or by any member of the Executive.

   ii) Oral or written notice of an urgent meeting of the Executive must be given by the secretary to each member of the Executive at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting.

   iii) Notice of a meeting given under sub clause (ii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.

d) Any five members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.

e) No business is to be transacted by the Executive unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is abandoned.

f) At a meeting of the Executive:

   i) the president or, in the president’s absence, the vice-president is to preside, or
   ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Executive as may be chosen by the members present at the meeting is to preside.

23) Delegation by Executive to sub-committee

   a) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than:

      i) this power of delegation, and
      ii) a function which is a duty imposed on the Executive by the Act or by any other law.

   b) A function which has been delegated to a sub-committee under this 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.

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

   d) Despite any delegation under this clause, the Executive may continue to exercise any function delegated.
e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive.

f) The Executive may, by instrument in writing, revoke wholly or in part any delegation under this clause.

g) A sub-committee may meet and adjourn as it thinks proper.

24) **Voting and decisions**

   a) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.

   b) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (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.

   c) Subject to clause 20 (e), the Executive may act despite any vacancy on the Executive.

   d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a sub-committee appointed by the Executive, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.
Part 4 General meetings

25) Annual general meetings—holding of

   a) The association must hold its first annual general meeting within 18 months after its registration under the Act.

   b) The association must hold its annual general meetings:
      i) within 6 months after the close of the association’s financial year, or
      ii) within such later time as may be allowed by the NSW Department of Fair Trading or prescribed by the Regulation.

26) Annual general meetings—calling of and business at

   a) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Executive thinks fit.

   b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
      i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
      ii) to receive from the Executive reports on the activities of the association during the last preceding financial year,
      iii) to elect office-bearers of the association and ordinary Executive members,
      iv) to receive and consider any financial statement or report required to be submitted to members under the Act.

   c) An annual general meeting must be specified as such in the notice convening it.

27) Special general meetings—calling of

   a) The Executive may, whenever it thinks fit, convene a special general meeting of the association.

   b) The Executive must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.

   c) A requisition of members for a special general meeting:
      i) must state the purpose or purposes of the meeting, and
      ii) must be signed by the members making the requisition, and
      iii) must be lodged with the secretary, and
      iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

   d) If the Executive fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged 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 3 months after that date.
e) A special general meeting convened by a member or members as referred to in sub
clause (d) must be convened as nearly as is practicable in the same manner as general
meetings are convened by the Executive.

28) Notice

a) Except if the nature of the business proposed to be dealt with at a general meeting
requires a special resolution of the association, the secretary must, at least 14 days before
the date fixed for the holding of the general meeting, give a notice to each member
specifying the place, date and time of the meeting and the nature of the business
proposed to be transacted at the meeting.

b) If the nature of the business proposed to be dealt with at a general meeting requires a
special resolution of the association, the secretary must, at least 21 days before the date
fixed for the holding of the general meeting, cause notice to be given to each member
specifying, in addition to the matter required under sub clause (a), the intention to propose
the resolution as a special resolution.

c) No business other than that specified in the notice convening a general meeting is to be
transacted at the meeting except, in the case of an annual general meeting, business
which may be transacted under clause 24 (b).

d) A member desiring to bring any business before a general meeting may give notice in
writing of that business to the secretary who must include that business in the next notice
calling a general meeting given after receipt of the notice from the member.

29) Quorum for general meetings

a) 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.

b) Five 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.

c) If within half an hour after the appointed time for the commencement of a general meeting
a quorum is not present, the meeting:
   i) if convened on the requisition of members, is to be dissolved, and
   ii) 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.

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

30) Presiding member
a) The president or, in the president’s absence, the vice-president, is to preside as chairperson at each general meeting of the association.

b) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31) **Adjournment**

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

b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

c) Except as provided in sub clauses (a) and (b), 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.

32) **Making of decisions**

a) A question arising at a general meeting of the association is to be determined by either:
   i) a show of hands, or
   ii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

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

c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33) **Special resolutions**

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

34) **Voting**

a) On any question arising at a general meeting of the association a member has one vote only.

b) 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.
c) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

d) Members of the association may vote at any general meeting by proxy but no member present at the meeting other than the Chairperson of the meeting may hold more than 5 proxies.

35) **Postal ballots**

a) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.
Part 5 Miscellaneous

36) Insurance

The association may effect and maintain insurance.

37) Funds—source

a) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

b) All money received by the association 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.

c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38) Funds—management

a) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Executive determines.

b) No part of the income of the Association shall be paid directly or indirectly to a member of the Association except in:

i) reimbursement of reasonable expenditure related to the objects and activities of the Association or

ii) payment of invoices for services rendered to the Association and approved by the executive.

c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by any 2 members of the Executive or employees of the association, being members or employees authorised to do so by the Executive.

39) Change of name, objects and constitution

An application to the NSW Department of Fair Trading for registration of a change in the association’s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

40) Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

41) Inspection of books etc
a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
   i) records, books and other financial documents of the association,
   ii) this constitution,
   iii) minutes of all Executive meetings and general meetings of the association.

b) A member of the association may obtain a copy of any of the documents referred to in subclause (a) on payment of a fee of not more than $1 for each page copied.

42) Service of notices

a) For the purpose of this constitution, a notice may be served on or given to a person:
   i) by delivering it to the person personally, or
   ii) by sending it by pre-paid post to the address of the person, or
   iii) by sending it by some form of electronic transmission to an address specified by the person for giving or serving the notice.

b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
   i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
   ii) 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
   iii) in the case of a notice sent by 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.

43) Financial year

a) The first financial year of the association is the period commencing on the date of incorporation and expiring on the 31st day of December 1991. Thereafter the financial year of the association is each period commencing on the first day of January and expiring on the next 31st day of December.

44) Common seal

a) The common seal of the association must be kept in the custody of the public officer.

b) The common seal must not be affixed to any instrument except by the authority of the executive and the affixing of the common seal must be attested by the signatures either
   i) of two members of the executive or
   ii) of one member of the executive and the public officer.

45) Winding Up or Amalgamation

a) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst the Members, but will be given or transferred to another Incorporated Association which:
i) has objects which are similar to the objects of the Association;

ii) has a Constitution which requires its income and property to be applied in promoting its objects;

iii) has a Constitution which prohibits it from paying or distributing its income and property amongst its members.

b) The identity of the other Incorporated Association is to be determined by a resolution of a general meeting of members which must occur prior to any re-vote to resolve to wind up the Association.

46) **Indemnity**

Every member of the executive, any sub-committee or other officer or employee of the association is entitled to be indemnified out of the assets of the association against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by a court in respect of any negligence, default, breach of duty or breach of trust.

47) **Auditor and Audit**

a) At the first general meeting following incorporation of the Association a properly qualified auditor or firm of auditors must be appointed. That auditor or firm holds office until resignation or removal by ordinary resolution, in which event a new auditor or firm of auditors must as soon as practicable be in like manner appointed.

b) No auditor or member of the firm of auditors (as the case may be) be closely related by blood or marriage to a member of the committee.

c) The auditor is entitled to notice of and to attend all general meetings of the association.

d) The auditor must examine all accounts, vouchers, receipts, books and records of the association and must report on the correctness of the statement referred to in sub-section 26 (6) of the Act, which report must be endorsed upon or annexed to such statement.

48) **Compliance with Charitable Fundraising Act**

The association must comply with such of the provisions of the Charitable Fundraising Act 1991 and the regulations there under as are applicable to it.