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# Constitution of the Ecological Consultants Association of NSW Inc

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# Constitution of Ecological Consultants Association of NSW Inc

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## Part 1 – Preliminary

### 1 Definitions

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1.1 In this constitution:

<b>Term</b>	<b>Definition</b>
<b>Act</b>	means the <i>Associations Incorporation Act 2009</i> (NSW).
<b>Associate Member</b>	means a person who is not a Full Member or a Student Member and who has been admitted and approved as a member under clause 4.
<b>Association</b>	means the Ecological Consultants Association of NSW Inc.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Council</b>	means the members of the management committee of the Association for the purposes of Part 4 of the Act.
<b>Director-General</b>	means the Director-General of the Department of Services, Technology and Administration.
<b>Full Member</b>	means a person who is a Practising Ecological Consultant (or is otherwise approved to become a Full Member pursuant to clause 3.2(b)) and who has been as admitted and approved as a member under clause 4.
<b>NSW</b>	means New South Wales.
<b>Ordinary Council Member</b>	means a member of the Council who is not an office-bearer of the Association.
<b>Practising Ecological Consultant</b>	means a person who: (a) undertakes studies of the ecology of flora and fauna as an occupation with respect to proposed developments or similar activities; and (b) is the proprietor of, or an employee of, a consulting business, incorporated or otherwise.
<b>Regulation</b>	means the <i>Associations Incorporation Regulation 2010</i> (NSW).
<b>Secretary</b>	means: (a) the person holding office under this constitution as secretary of the Association, or (b) if no such person holds that office - the public officer of the Association.
<b>Special General Meeting</b>	means a general meeting of the Association other than

<b>Term</b>	<b>Definition</b>
	an annual general meeting.
<b>Student Member</b>	means a person who is a full-time student training in disciplines relevant to ecological consultancy and who has been admitted and approved as a member under clause 4.
1.2	In this constitution:
	(a) a reference to a function includes a reference to a power, authority and duty, and
	(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
1.3	The provisions of the <i>Interpretation Act 1987</i> (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **2 Objects**

- 2.1 The objects of the Association are to:
- (a) represent Practising Ecological Consultants in NSW;
  - (b) liaise with regulatory authorities and other bodies on matters relevant to the practice of ecological consultants in NSW;
  - (c) co-operate with other bodies or organisations and institutions both within Australia and overseas having objects in whole or in part similar to the objects of the Association;
  - (d) prepare and support guidelines and standards relevant to the practice of ecological consultants in NSW, including but not limited to:
    - (i) accreditation of ecological consultants;
    - (ii) standards for the practice of methods used by ecological consultants; and
    - (iii) codes of ethics to be followed by Practising Ecological Consultants;
  - (e) initiate, co-ordinate or undertake training programs, seminars, and similar initiatives for the betterment of the practice of ecological consultancy in NSW; and
  - (f) undertake any activity which in the opinion of the Council is calculated to promote the interests of ecological consultants in NSW and elsewhere.
- 2.2 To achieve these objects, the Association may, without limitation:
- (a) harness the resources of the community in support of the objects in clause 2.1;
  - (b) establish and maintain affiliations and information exchange with other organisations having similar objects to those in clause 2.1;
  - (c) seek or receive donations and legacies to apply to the objects in clause 2.1;

- (d) promote the objects in clause 2.1 in any manner the Council considers appropriate; and
  - (e) do things incidental or conducive to the attainment of the objects in clause 2.1.
- 2.3 Each of the objects in clause 2.1 is a separate object of the Association, and must not be construed by reference to any other object.

## Part 2 – Membership

### **3 Membership generally**

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- 3.1 A member may be:
- (a) a Full Member;
  - (b) an Associate Member; or
  - (c) a Student Member.
- 3.2 The Council may:
- (a) determine subclasses within any of the classes of membership described under clause 3.1 for the purposes of determining rights and privileges of membership pursuant to clause 6.1 or membership fees pursuant to clause 9; and
  - (b) upon the recommendation of the relevant sub-committee, submit for a approval by a special resolution at a general meeting of the Association a resolution that a person who is not a Practising Ecological Consultant be admitted as a Full Member.
- 3.3 A person is eligible to be a member of the Association if the person:
- (a) is a natural person that is supportive of the objects of the Association;
  - (b) agrees to comply with the constitution of the Association;
  - (c) is either:
    - (i) a Practising Ecological Consultant;
    - (ii) employed in an occupation relevant to ecological consultancy; or
    - (iii) is training in disciplines relevant to ecological consultancy; and
  - (d) has been nominated and approved for membership of the Association in accordance with clause 4.
- 3.4 A person is taken to be a member of the Association if:
- (a) the person is a natural person; and
  - (b) the person was:

- (i) in the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association;
- (ii) in the case of an association that is amalgamated to form the relevant association – a member of that other association immediately before the amalgamation; or
- (iii) in the case of a registrable corporation that is registered as an association – a member of the registrable corporation immediately before that entity was registered as an association.

3.5 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.

## **4 Nomination for membership**

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4.1 A nomination of a person for membership of the Association must:

- (a) be in writing in the form approved by the Council and as amended from time to time;
- (b) specify the relevant class of membership which will apply to the member under clause 3.1;
- (c) be lodged with the Secretary of the Association; and
- (d) be supported by two existing members of the Association (unless the Council determines otherwise).

4.2 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Council which is to determine whether to approve or to reject the nomination.

4.3 As soon as practicable after the Council makes that determination, the Secretary must:

- (a) notify the nominee, in writing, that the Council approved or rejected the nomination (whichever is applicable); and
- (b) if the Council approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under clause 9 by a member as its annual membership fee.

4.4 The Secretary must, on payment by the nominee of the amount referred to in clause 4.3(b) within the period referred to in that clause, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

## **5 Cessation of membership**

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

- (a) dies;
- (b) resigns membership;

- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under clause 9 within three months after the fee is due.

## **6 Membership entitlements**

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- 6.1 The rights and privileges of the different classes of members, other than the rights and privileges conferred by this constitution, shall be as determined by the Council from time to time.
- 6.2 No member shall be entitled to vote or to enjoy any rights or privileges of membership of the Association so long as the member's annual membership fee shall be in arrears.
- 6.3 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; and
  - (b) terminates on cessation of the person's membership.

## **7 Resignation of membership**

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- 7.1 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 Council 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.
- 7.2 If a member of the Association ceases to be a member under clause 7.1, 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**

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- 8.1 The Secretary 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.
- 8.2 The register of members must be kept in NSW:
  - (a) at the main premises of the Association; or
  - (b) if the Association has no premises, at the Association's official address.
- 8.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.4 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.
- 8.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

- 8.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **9 Annual membership fees**

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- 9.1 A member of the Association must pay to the Association an annual membership fee as determined by the Council from time to time (and set out in the application form in relation to the relevant class of membership) upon application for membership in accordance with clause 4.3(b), and annually thereafter.
- 9.2 The due date of annual membership fees shall be as determined by the Council from time to time.
- 9.3 The Council may approve the payment by a member of its annual membership fee for any number of years in advance.
- 9.4 The year to which an annual membership fee relates is the 12 month period commencing on 1 January in any year and ending on 31 December in the same year (inclusive).

## **10 Members' liabilities**

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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 9.

## **11 Resolution of disputes**

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- 11.1 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* (NSW).
- 11.2 If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 11.3 The *Commercial Arbitration Act 1984* (NSW) applies to any such dispute referred to arbitration.

## **12 Disciplining of members**

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- 12.1 A complaint may be made to the Council by any person that a member of the Association has:
- (a) refused or neglected to comply with a provision or provisions of this constitution or any code developed by the Council pursuant to clause 14(b); or
  - (b) wilfully acted in a manner prejudicial to the interests of the Association.

- 12.2 The Council may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the Council decides to deal with the complaint, the Council must:
- (a) cause notice of the complaint to be served on the member concerned;
  - (b) give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
  - (c) take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The Council 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.
- 12.5 If the Council expels or suspends a member, the Secretary must, within seven 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 Council for having taken that action and of the member's right of appeal under clause 13.
- 12.6 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 13, whichever is the later.

### **13 Right of appeal of disciplined member**

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- 13.1 A member may appeal to the Association in general meeting against a resolution of the Council under clause 12, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3 On receipt of a notice from a member under clause 13.1, the Secretary must notify the Council 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.
- 13.4 At a general meeting of the Association convened under clause 13.3:
- (a) no business other than the question of the appeal is to be transacted;
  - (b) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

## Part 3 – The Council

### 14 Powers of the Council

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

- (a) is to control and manage the affairs of the Association;
- (b) may, with the assistance of the Professional Conduct and Ethics Committee referred to in clause 22.8 or any other relevant sub-committee, develop, publish and enforce a code of business practice, professional conduct and ethics (as amended from time to time) to uphold the integrity of the ecological consultancy industry in support of the objects in clause 2.1;
- (c) 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
- (d) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

### 15 Composition and membership of the Council

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- 15.1 The Council will consist of at least three, but not more than 15, members, which will include the office-bearers of the Association, each of whom is to be elected at the annual general meeting of the Association under clause 16.
- 15.2 The office-bearers of the Association are as follows:
  - (a) the president;
  - (b) up to two vice-presidents;
  - (c) the treasurer; and
  - (d) the Secretary.
- 15.3 A Council member may hold up to two offices (other than both the president and vice-president offices).
- 15.4 Each member of the Council 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.
- 15.5 A member of the Council may be appointed:
  - (a) as a particular office-bearer for no more than three consecutive years; and
  - (b) in any position as a member of the Council for no more than six consecutive years.

## **16 Election of Council members**

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- 16.1 Nominations of candidates for election as office-bearers of the Association or as Ordinary Council Members must be:
- (a) made in writing, signed by two Full Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) delivered to the Secretary of the Association at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 16.6 The ballot for the election of office-bearers and Ordinary Council Members of the Council is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- 16.7 Any ballots for the election of office-bearers or Ordinary Council Members required under clause 16.6 shall be held in the following order unless otherwise determined by the Council:
- (a) the president;
  - (b) the two vice presidents;
  - (c) the treasurer;
  - (d) the Secretary; and
  - (e) Ordinary Council Members.
- 16.8 A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- 16.9 A person nominated as a candidate for election as an office-bearer or as an Ordinary Council Member of the Council must be a member of the Association.

## **17 Secretary**

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- 17.1 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.
- 17.2 It is the duty of the Secretary to keep minutes of:

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

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

## **18 Treasurer**

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It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is 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.

## **19 Casual vacancies**

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19.1 In the event of a casual vacancy occurring in the membership of the Council, the Council 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.

19.2 A casual vacancy in the office of a member of the Council occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Corporations Act;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under clause 20;
- (f) becomes a mentally incapacitated person;
- (g) is absent without the consent of the Council from three consecutive meetings of the Council;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act.

## **20 Removal of Council members**

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- 20.1 The Association in general meeting may by resolution remove any member of the Council 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.
- 20.2 If a member of the Council to whom a proposed resolution referred to in clause 20.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the 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.

## **21 Council meetings and quorum**

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- 21.1 The Council must meet at least three times in each period of 12 months at such place and time as the Council may determine.
- 21.2 Additional meetings of the Council may be convened by the president or by any member of the Council.
- 21.3 Oral or written notice of a meeting of the Council must be given by the Secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under clause 21.3 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 Council members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any five members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- 21.6 No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 21.8 At a meeting of the Council:
- (a) the president or, in the president's absence, the longest serving vice-president will preside; or
  - (b) if the president and the vice-presidents are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.
- 21.9 Members of the Council may attend meetings by way of electronic means as outlined in clause 46.

## **22 Delegation by Council to sub-committee of the Council**

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- 22.1 The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- 22.2 A function the exercise of which has been delegated to a sub-committee of the Council under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee of the Council in accordance with the terms of the delegation.
- 22.3 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.
- 22.4 Despite any delegation under this clause, the Council may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee of the Council 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 Council.
- 22.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 22.7 A sub-committee of the Council may meet and adjourn as it thinks proper.
- 22.8 As at the date of this constitution, the Council has established a Professional Conduct and Ethics Committee comprised of:
- (a) at least one member of the Council; and
  - (b) up to two Full Members of the Association who are not members of the Council.

## **23 Voting and decisions**

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- 23.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee of the Council present at the meeting.
- 23.2 Each member present at a meeting of the Council or of any sub-committee of the Council appointed by the Council (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.
- 23.3 Votes may be cast and decisions may be made by way of electronic means as outlined in clause 46.
- 23.4 Subject to clause 21.5, the Council may act despite any vacancy on the Council.

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

## **24 Circular resolutions of the Council**

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- 24.1 The Council may pass a circular resolution without a Council meeting being held.
- 24.2 A circular resolution is passed if all members of the Council entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 24.3 or clause 24.4.
- 24.3 Each member of the Council may sign:
- (a) a single document setting out the resolution containing a statement that they agree to the resolution; or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 24.4 The Association may send a circular resolution by email to the members of the Council who may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

## **Part 4 – General meetings**

### **25 Holding annual general meetings**

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- 25.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 25.2 The Association must hold its annual general meetings:
- (a) within six months after the close of the Association’s financial year; or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- 25.3 Members of the Association may attend the annual general meeting by way of electronic means as outlined in clause 46.

### **26 Calling and conducting business at annual general meetings**

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- 26.1 The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Council thinks fit.
- 26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;

- (b) to receive from the Council reports on the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and Ordinary Council Members; and
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

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

## **27 Calling of Special General Meetings**

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27.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the Association.

27.2 The Council must, on the requisition in writing of at least 5% of the total number of members, convene a Special General Meeting of the Association.

27.3 A requisition of members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must 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.

27.4 If the Council fails to convene a Special General Meeting to be held within one 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 three months after that date.

27.5 A Special General Meeting convened by a member or members as referred to in clause 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council.

## **28 Notice**

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28.1 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.

28.2 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 clause 28.1, the intention to propose the resolution as a special resolution.

28.3 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 26.2.

- 28.4 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**

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- 29.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 29.2 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.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved; 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.
- 29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

## **30 Presiding member**

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- 30.1 The president or, in the president's absence, the longest serving vice-president, will preside as chairperson at each general meeting of the Association.
- 30.2 If the president and the relevant 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**

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- 31.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 31.3 Except as provided in clauses 31.1 and 31.2, 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.

## **32 Making of decisions**

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- 32.1 A question arising at a general meeting of the Association is to be determined by either:

- (a) a show of hands; or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 32.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- 32.4 Votes may be cast and decisions may be made by way of electronic means as outlined in clause 46.

### **33 Special resolutions**

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A special resolution may only be passed by the Association in accordance with section 39 of the Act, which provides that a resolution is passed by an association as special resolution:

- (a) at a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held;
- (b) in a postal ballot conducted by the Association; or
- (c) in such other manner as the Director-General may direct,

if it is supported by at least three-quarters of the votes cast by members of the Association who, under this constitution, are entitled to vote on the proposed resolution.

### **34 Voting**

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- 34.1 On any question arising at a general meeting of the Association:
- (a) a Full Member has one vote only;
  - (b) an Associate Member cannot vote; and
  - (c) a Student Member cannot vote.
- 34.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.3 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.
- 34.4 A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

### **35 Proxy votes not permitted**

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Proxy voting must not be undertaken at or in respect of a general meeting.

### **36 Postal ballots**

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- 36.1 The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- 36.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 – Miscellaneous**

### **37 Insurance**

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The Association may effect and maintain insurance.

### **38 Funds – source**

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- 38.1 The funds of the Association are to be derived from the annual membership fees of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council determines.
- 38.2 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.
- 38.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39 Funds - management**

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- 39.1 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 Council determines.
- 39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Council or employees of the Association, being members or employees authorised to do so by the Council.

### **40 Change of name, objects and constitution**

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An application to the Director-General 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 pursuant to a special resolution passed by the Association and lodged by the Secretary or a Council member.

## **41 Custody of documents**

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

## **42 Inspection of documents**

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42.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

- (a) records, books and other financial documents of the Association;
- (b) this constitution; and
- (c) minutes of all Council meetings and general meetings of the Association.

42.2 A member of the Association may obtain a copy of any of the documents referred to in clause 42.1 on payment of a fee of not more than \$1 for each page copied.

## **43 Service of notices**

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43.1 For the purpose of this constitution, a notice may be served on or given to a person by:

- (a) delivering it to the person personally;
- (b) sending it by pre-paid post to the address of the person; or
- (c) 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, including, but not limited to, email correspondence.

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

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (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
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission (including email), 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.

## **44 Financial year**

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The financial year of the Association is the 12 month period commencing on 1 July and ending on the following 30 June.

## **45 Distribution of surplus property**

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45.1 This clause applies if the Association:

- (a) is voluntarily wound-up under Part 6 of the Act; and
- (b) has surplus property.

45.2 For the purpose of this clause, surplus property is defined as property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses in connection with the winding up of the Association.

45.3 In a winding up of an association, the surplus property of the Association is to be distributed in accordance with section 65 of the Act and pursuant to a special resolution of the Association.

45.4 Subject to clause 45.3, any such distribution of surplus property:

- (a) must be made to the Royal Zoological Society of NSW or another fund, institution or entity that has similar objects to the Association;
- (b) must be approved by the Director-General;
- (c) is not to be made to or for the benefit of any:
  - (i) member or former member of the Association; or
  - (ii) person to be held on trust for any member or former member of the Association, unless the member or former member is an association (whether incorporated or unincorporated) whose constitution, at the time of the distribution, prohibits the distribution of property to its members; and
- (d) is subject to any trust affecting that property or any party of it.

## **46 Attendance at meetings and voting via electronic means**

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Members of:

- (a) the Council;
- (b) a sub-committee of the Council; and
- (c) the Association,

may attend any or all meetings and exercise a right to vote by way of electronic means, including, but not limited to video or teleconferencing facilities as the Council may approve from time to time.