



Pennant Hills District Civic Trust Inc.

'Preserving the residential amenity of Pennant Hills and its environs'

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CONSTITUTION

Pennant Hills District Civic Trust Inc.

Incorporated in 1997 under the NSW Associations Incorporation Act.

Subsequently amended and last amended on 20 October 2016
to conform to the Associations Incorporation Regulations (NSW) 2016.

Objectives of the Trust

The objects of the Trust shall be:

- * to preserve and improve the quality of life enjoyed by residents of Pennant Hills and its environs
- * to enhance the amenity of Pennant Hills, West Pennant Hills and Thornleigh
- * to deprecate commercial and industrial developments which are inappropriate to the character of the district
- * to co-operate with neighbouring Civic Trusts and other organisations with similar aims and to seek their co- operation in the preservation of historic buildings and artefacts. (It is seen as axiomatic that no area can exist in isolation. A community should not harm its neighbours nor should it become the victim of either the selfishness, the thoughtlessness, or the incompetence of others.)
- * to co-operate with other groups, clubs and organizations in the district to build community and awareness
- * to endeavour to gain acceptance of the Trust's views by governments and by citizens of all age groups
- * to work actively for the retention of the natural character of the bushland in our area by:
 - giving advice and actual assistance to bodies concerned in its management
 - heightening community awareness of its values
 - encouraging community participation in its maintenance.

PART 1

PRELIMINARY

DEFINITIONS

1. (1) In this Constitution:

“Trust” means the incorporated association known as: the “Pennant Hills District Civic Trust Inc.” and commonly referred to as the “Pennant Hills Civic Trust”;

“committee member” means a member of the committee who is not an office-bearer of the Trust, as referred to in clause 14 (2);

“secretary” means:

(a) the person holding office under these clauses as secretary of the Trust; or

(b) if no such person holds that office – the public officer of the Trust;

“special general meeting” means a general meeting of members of the Trust other than an annual general meeting;

“the Act” means the Associations Incorporation Act 2009;

“the Regulation” means the Associations Incorporation Regulation 2016.

(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.

(3) 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
MEMBERSHIP QUALIFICATIONS

2. (1) A person is eligible to be a member of the Trust if:
- (a) the person is a natural person (not a company or other entity), and;
 - (b) the person has applied and been approved for membership of the Trust as provided by clause 3.
 - (c) The person who is the member of the Trust may represent a household at that address, and any of the people at that household may be an agent or representative of that member for the purpose of attending a meeting of the Trust. However, each household that has paid an annual membership fee shall only count as one member, and if there is any confusion or disagreement about the identity of the member it shall be the first person on the Trust register of members at that address.
- (2) Honorary life membership may be conferred on any member who has given outstanding service to the Trust. Such person(s) shall be elected at a general meeting on the recommendation of the committee and approved by a majority of the members present.
- (3) Honorary membership for a shorter period or periods may be approved by a majority of the committee.
- (4) If the Trust at any time merges with another similar organization, whether incorporated or unincorporated, then a person is taken to be a member of the Trust if that person is a natural person, and was a member of the organization before it was merged into the Trust.

APPLICATION FOR MEMBERSHIP

3. (1) An application by a person for membership of the Trust:
- (a) must be made in writing (including by email or other electronic means) in a form acceptable to the committee, including the form in Appendix 1; and
 - (b) must be lodged, together with the annual fee payable, with the Secretary or Treasurer of the Trust.
- (2) As soon as practicable after receiving an application for membership, it must be referred to the committee which is to determine whether to approve or to reject the application.
- (3) The committee may not delegate its powers under this clause.
- (4) If the committee determines to approve an application for membership, the secretary must, as soon as practicable after that determination, notify the applicant of that approval.
- (5) The secretary must, on approval by the committee, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Trust.
- (6) If the committee determines to disapprove an application for membership the secretary must, as soon as practicable after that determination, notify the applicant and arrange a refund of the fee submitted.

CESSATION OF MEMBERSHIP

4. A member ceases to be a member of the Trust if the member:
- (a) dies; or
 - (b) resigns membership; or
 - (c) is expelled from the Trust; or
 - (d) fails to pay the annual membership fee within 3 months after the fee is due.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

5. A right, privilege or obligation which a member has by reason of being a member of the Trust:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of membership.

TERMINATION OF MEMBERSHIP

6. If a member of the Trust ceases to be a member, for any reason, then an appropriate entry is to be made in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS

7. (1) The public officer of the Trust must establish and maintain a register of members of the Trust (whether in writing or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Trust together with the date on which the person became a member.

(2) The register of members must be kept at the residence of the public officer and shall be open for inspection, free of charge, by any member of the Trust, upon reasonable notice and at any reasonable hour, by agreement with the public officer.

(3) A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of the Trust.

FEES AND SUBSCRIPTIONS

8. (1) A member of the Trust must, on admission to membership, pay to the Trust an entrance fee, the amount of which shall be determined by the committee from time to time (in October 2016 the entrance fee determined by the committee is \$nil).

(2) In addition to any amount payable by the member under clause (1), a member of the Trust must pay to the Trust an annual membership fee, the amount of which shall be determined by the committee from time to time (in October 2016 the annual fee determined by the committee is \$20):

- (a) except as provided by paragraph (b), before 1 July in each calendar year; or
- (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.
- (c) If the subscription of a new member is paid after 31 March it shall cover the period until 30 June the following year.

MEMBERS' LIABILITIES

9. The liability of a member of the Trust to contribute towards the payment of the debts and liabilities of the Trust or the costs, charges and expenses of the winding up of the Trust is limited to the amount, if any, unpaid by the member in respect of membership of the Trust as required by clause 8.

RESOLUTION OF INTERNAL DISPUTES

10. (1) Disputes between members (in their capacity as members) of the Trust, and disputes between members and the Trust, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

(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.

DISCIPLINING OF MEMBERS

11. (1) A complaint may be made by any member of the Trust that some other member of the Trust:

- (a) has refused or neglected to comply with a provision or provisions of this constitution; or
- (b) has willfully acted in a manner prejudicial to the interests of the Trust.

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

(3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned; and
- (b) 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
- (c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the Trust or suspend the member from membership of the Trust 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.

(5) 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.

(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 Trust confirms the resolution under clause 12, whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

12. (1) A member may appeal to the Trust 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.

(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.

(3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the Trust to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the Trust convened under clause (3):

- (a) no business other than the question of the appeal is to be transacted; and
- (b) the committee 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.

(5) If at the general meeting the Trust passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 – THE COMMITTEE
POWERS OF THE COMMITTEE

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

- (a) is to control and manage the affairs of the Trust; and
- (b) may exercise all such functions as may be exercised by the Trust, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Trust; and
- (c) 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 Trust; and
- (d) may appoint a patron or patrons.

COMPOSITION AND MEMBERSHIP OF COMMITTEE

14. (1) The committee is to consist of:

- (a) the office-bearers of the Trust; and
- (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Trust under clause 15.

(2) The total number of committee members is to be not less than 10.

(3) The office-bearers of the Trust are to be:

- (a) the president;
- (b) one or two vice-presidents;
- (c) the treasurer; and
- (d) the secretary.

(4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

(5) No president shall be eligible to hold office for more than three consecutive years.

(6) Each member of the committee 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.

(7) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Trust 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.

(8) Committee members and office bearers must :

- (a) Disclose any potential conflict of interest,
- (b) Not use their position or information for any dishonest purpose,
- (c) Hand over any documents of the Trust within 14 days after ceasing to hold office.

ELECTION OF COMMITTEE MEMBERS

15.(1) Nominations of candidates for election as office-bearers of the Trust or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the Trust and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the secretary of the Trust before the meeting.

- (2) If there is only one nomination for any position the candidate is taken to be elected.
- (3) If there is more than one nomination for any position a ballot is to be held.
- (4) A candidate who is unsuccessful in being elected to a position via the ballot may seek nomination for any remaining vacant positions in accordance with clause 15(1).
- (5) If insufficient nominations are received to fill all vacancies on the committee, then further nominations are to be received at the annual general meeting.
- (6) If insufficient further nominations are received, any vacant positions remaining on the committee are then to be casual vacancies
- (7) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (8) A person nominated as a candidate for election as an office bearer of as an ordinary committee member of the Trust must be a member of the Trust.

SECRETARY

16. (1) The secretary of the Trust must, as soon as practicable after being appointed as secretary, lodge notice with the Trust of his or her address.

(2) It is the duty of the secretary (or their nominee) to keep minutes (whether in written or electronic form) of:

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

(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. For this purpose, the signature of the chairperson may be transmitted by electronic means.

TREASURER

17. It is the duty of the treasurer of the Trust to ensure:

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

CASUAL VACANCIES

18. (1) If a casual vacancy occurs on the committee, then the committee may appoint a member of the Trust to fill the vacancy and the member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member of the committee:

- (a) dies; or
- (b) ceases to be a member of the Trust; or
- (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under clause 19; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months;
- (h) 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
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 (Cth).

REMOVAL OF COMMITTEE MEMBERS

19. (1) The Trust in general meeting may by resolution remove any member of the committee from their office as a member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in clause (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 Trust, the secretary or the president may send a copy of the representations to each member of the Trust 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.

MEETINGS AND QUORUM

20. (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under clause (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 majority of the committee members present at the meeting agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee 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 a time and place determined by the president.

(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.

(8) At a meeting of the committee:

(a) the president, or in the president's absence, a vice-president is to preside; or

(b) if the president and both the vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

APPOINTMENT OF MEMBERS OF THE TRUST AS COMMITTEE MEMBERS TO CONSTITUTE A QUORUM

21. (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Trust as committee members to enable the quorum to be constituted.

(2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

USE OF TECHNOLOGY

22. (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

(2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

(3) The Trust may communicate with the members of the Trust, (including for notices to the member, for notices of meetings or renewal of membership and for payment of annual fees) in writing on paper delivered to their address on the register (or any changed address notified to the Trust), or alternatively, if approved by the committee, by email, facsimile, text, and any other electronic communication address provided by the member to the Trust.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

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

(a) this power of delegation; and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of 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.

(3) A delegation under this section 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.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) 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 committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) In any event, all delegations shall expire with the term of the committee.

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

VOTING AND DECISIONS

24. (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are to be determined by a majority of the votes of members of the committee or subcommittee present at the meeting.

(2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 20 (5) (dealing with quorum), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee. Members of the Trust and third parties dealing with the Trust may rely on this clause in the constitution.

PART 4 – GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

25. (1) Unless changed at a general meeting, the financial year of the Trust shall end on 30 June of each year.

(2) The Trust must hold its annual general meetings:

- (a) within 6 months after the close of the financial year of the Trust, or
- (b) within such later time as may be allowed or prescribed under section 37 (2) (b) of the Act.

ANNUAL GENERAL MEETING -CALLING OF AND BUSINESS AT

26. (1) The annual general meeting of the Trust is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any previous special general meeting held since that meeting;
- (b) to receive from the committee reports on the activities of the Trust during the last preceding financial year;
- (c) to elect office-bearers of the Trust and ordinary members of the committee;
- (d) to receive and consider any financial statement or report required to be submitted to members under section 26(6) of the Act.

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

SPECIAL GENERAL MEETINGS – CALLING OF

27. (1) The committee may, whenever it thinks fit, convene a special general meeting of the Trust.

(2) The committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Trust.

(3) A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be in writing, 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.

(4) If the committee 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.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(6) For the purposes of subclause (3):

- (a) a requisition may be in electronic form, and
- (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

NOTICE OF GENERAL MEETINGS OF MEMBERS

28. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Trust, 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.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Trust, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution. [Note special resolutions refer to s39 of the Act].

(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).

(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.

QUORUM FOR GENERAL MEETINGS OF MEMBERS

29. (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these clauses to vote is present during the time the meeting is considering that item.

(2) Twelve 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.

(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 a time and place determined by the president.

(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 5) are to constitute a quorum.

PRESIDING MEMBER

30. (1) The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the Trust.

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

ADJOURNMENT

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.

(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 Trust stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS AT GENERAL MEETINGS

32. (1) A question arising at a general meeting of the Trust is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Trust is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(2) At a general meeting of the Trust, a poll may be demanded by the chairperson or by at least 5 members present in person at the meeting.

- (3) If a poll is demanded at a general meeting, the poll must be taken with a written ballot:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTIONS

33. A resolution of the Trust is a special resolution:

- (a) if it is passed by a majority which comprises at least 75% of such members of the Trust as, being entitled under this constitution, vote at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or
- (b) where it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner otherwise in accordance with section 39 of the Act.

VOTING AT GENERAL MEETINGS

34. (1) On any question arising at a general meeting of the Trust a member has one vote only.

(2) Where a household has one member and the household has paid its annual fee for that one member, regardless of however many people from that household attend a general meeting, only one member from that household has one vote.

(3) A member is not entitled to vote at any general meeting of the Trust if the member is under 18 years of age.

(4) 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.

PROXY VOTES NOT PERMITTED AT GENERAL MEETINGS

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

PART 5 – MISCELLANEOUS

INSURANCE

36. The Trust may effect and maintain insurance.

FUNDS - SOURCE

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

(2) All money received by the Trust must be deposited as soon as practicable and without deduction to the credit of the Trust's bank account.

(3) The Trust must, if so requested by the person making the payment, as soon as practicable after receiving any cash payment, issue an appropriate receipt.

FUNDS - MANAGEMENT

38. (1) Subject to any resolution passed by the Trust in general meeting, the funds of the Trust are to be used in pursuance of the objects of the Trust in the manner that the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee.

(3) The financial accounts may be audited annually and the auditor's report presented at the following general meeting, however this is no longer required under the Act.

TRUST IS A NOT FOR PROFIT

39. Subject to the Act and the Regulations, the Trust must apply its funds and assets solely in pursuance of the objects of the Trust and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

DISTRIBUTION OF PROPERTY ON WINDING UP

40. (1) Subject to the Act and the Regulations, in a winding up or dissolution of the Trust, any surplus funds or property of the Trust is to be transferred to another organization with similar objects to the Trust, and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of the Trust is a reference to that property of the Trust remaining after satisfaction of the debts and liabilities of the Trust and the costs, charges and expenses of the winding up or merger of the Trust.

[Note s 65 of the Act deals with winding up.]

CHANGE OF OBJECTS AND CONSTITUTION

41. The statement of objectives and this constitution may be altered or added to only by a special resolution of the Trust, in accordance with section 10 of the Act.

CUSTODY OF BOOKS

42. Except as otherwise provided by this constitution, all records, books and other documents relating to the Trust (whether in paper or electronic form) must be kept in New South Wales:

(a) at the main premises of the Trust, in the custody of the public officer or a member of the Trust (as the committee determines), or;

(b) if the Trust has no premises, at the Trust's official address, in the custody of the public officer.

INSPECTION OF BOOKS ETC.

43. (1) The following documents (in paper or electronic form) must be open to inspection, free of charge, by a member of the Trust by appointment, at any reasonable hour, on reasonable notice by agreement with the public officer:

(a) records, books and other financial documents of the Trust,

(b) this constitution,

(c) minutes of all committee meetings and general meetings of the Trust.

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

(3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Trust to inspect or obtain a copy of records of the Trust that relate to confidential, personal, employment, commercial or legal matters or where to do so may in the opinion of the Committee be prejudicial to the interests of the Trust.

SERVICE OF NOTICES

44. (1) For the purpose of this constitution, a notice may be served on or given to a person::

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person as recorded on the Trust register, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for receiving communications.

(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, 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.

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