

POSITIVE LIFE NSW Incorporated

CONSTITUTION

The Association adopted its initial Rules on 16 March 1989 and was first incorporated under the Association Incorporation Act 1984 on 21 July 1989. The Rules were amended on the following dates: 1 May 1990, 28 November 1995, 17 May 1999, 26 October 1999, 31 October 2000, March 2002, July 2005, November 2006, December 2007 and November 2009.

This current Constitution has been amended in accordance with the *Associations Incorporations Act 2009* and was adopted in June 2011.

1. THE NAME OF THE ASSOCIATION

The name of the association shall be Positive Life NSW Incorporated (referred to in this Constitution as "the Association").

2. THE OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- (a) To empower people living with HIV/AIDS in New South Wales with information, referral and advice on relevant issues and, in particular, with information dealing with health promotion and significant life issues.
- (b) To advocate on behalf of people living with HIV/AIDS and to lobby government, business and non-government organisations about issues of concern to people living with HIV/AIDS, with the aim of ensuring the optimum wellbeing, care and support for people living with HIV/AIDS, their partners, family members and significant others.
- (c) To promote a positive image of people living with and affected by HIV/AIDS, with the aim of eliminating prejudice, isolation, stigmatisation and discrimination.

- (d) To promote the inclusion of people living with HIV/AIDS and their views in the development and delivery of policies and programs which affect their lives.
- (e) To work closely with the HIV specific and mainstream health and community sectors and other relevant organisations in the pursuit of these objectives.
- (f) To receive donations, grants and bequests from persons and institutions including governments and to engage in such fundraising activities as may achieve the objectives of the Association.

3. DEFINITIONS

(1) In this Constitution:

- (a) **HIV** means the Human Immunodeficiency Virus.
- (b) **AIDS** means the Acquired Immune Deficiency Syndrome.
- (c) **Director-General** means the Director-General of the Department of Services, Technology and Administration.
- (d) **Ordinary Board member** means a member of the Board who is not an office-bearer of the association.
- (e) **Secretary** means:
 - i. the person holding office under this Constitution as secretary of the association, or
 - ii. if no such person holds that office—the public officer of the association.
- (f) **Special general meeting** means a general meeting of the association other than an annual general meeting.
- (g) **the Act** means the *Associations Incorporation Act 2009*.
- (h) **the Association** means Positive Life NSW Incorporated.
- (i) **the Regulations** means the Associations Incorporation Regulation 2010.

(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.
- (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.

4. MEMBERSHIP OF THE ASSOCIATION

Qualifications for Membership

- (a) Membership shall be open to any natural person affected by HIV/ AIDS who accepts and supports the objects of the Association.
- (b) For the purpose of membership, a 'person affected by HIV/AIDS' is defined as:
 - i) a person infected with HIV;
 - ii) their partners;
 - iii) their family members; and
 - iv) any person directly involved with a person infected with HIV.

Classes of Membership

- (c) There shall be three divisions of membership:
 - i) **full membership**, which is available to any resident of New South Wales, aged 18 years or over, who is infected with HIV;
 - ii) **distinguished membership** (formerly life-time membership), which is offered to any person infected with HIV, who has contributed significantly to the rights and wellbeing of persons affected by HIV/ AIDS in NSW, as may be nominated and elected unanimously by the Board; and
 - iii) **associate membership**, which is available to :
 - a. any person as described in Rule 4 (b) (ii), (iii) and (iv)

- b. any person under the age of 18 years who is a person infected with HIV, subject to the consent, where appropriate, of his or her parent or guardian.
- c. any person affected by HIV/AIDS who resides outside New South Wales.

(d) Each associate member has the right to :

- i) receive notice of and attend at general meetings of the Association;
- ii) address general meetings of the Association if granted leave to do so by the person chairing the meeting; and
- iii) receive information about the Association's activities and its publications

provided that an associate member is not entitled to vote at Association meetings, to participate in a postal ballot or to hold a position on the Board.

Applications for membership

(e) Application for membership for the Association

- i) shall be made in writing; and
- ii) shall be lodged with the Secretary of the association.

(f) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the Board which shall determine whether to approve or reject the application.

(g) The secretary shall, on approval of the application for membership, enter the applicant's name in the register of members and upon the name being so entered, the applicant becomes a member of the Association.

(h) Where the Board rejects an application for membership the secretary shall, as soon as practicable, cause written notice to be served upon the applicant -

- I. setting out the decision of the Board and the grounds on which it is based;
- II. stating that the applicant may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of notice;
- III. stating the date, place and time of that meeting; and
- IV. informing the applicant that they may do either or both of the following:
 - a) attend and speak at that meeting; and/or
 - b) submit to the Board at, or prior to, that meeting, written representations relating to the decision.
- V. At a meeting of the Board held under clause (h) , the Board shall -
 - a) give to the applicant an opportunity to make oral representations;
 - b) give due consideration to any written representations submitted to the Board by the applicant at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to revoke its decision.
- VI. Where the Board confirms its decision under clause (h)(V), the secretary shall, within 7 days after that confirmation, by written notice, inform the applicant of the fact and of the applicant's right of appeal under Rule 4(i).

Appeals against Board's decision on membership application

- (i) An applicant may appeal against the confirmation of the Board's decision under clause V (c) to a general meeting of the Association by lodging with the secretary a written notice to that effect within 14 days of service of the notice of the Board's confirmation of its decision.

- (j) Upon receipt of a notice of appeal from applicant under Rule (i), the secretary shall notify the Board, which shall convene a general meeting of the Association to be held within 42 days after the date on which the secretary received the notice.

- (k) At a general meeting of the association convened under clause (j):
 - i) no business other than the question of the appeal shall be transacted;
 - ii) the Board and the applicant shall be given the opportunity to put their respective cases orally or in writing or both; and
 - iii) the members present shall vote by secret ballot on the question of whether the appeal shall be upheld or disallowed;
 - iv) if the general meeting by a simple majority disallows the appeal, the decision of the Board is thereby confirmed;
 - v) if the general meeting by a simple majority allows the appeal, the decision of the Board is thereby overturned and the secretary shall forthwith enter the applicant's name in the register of members and upon the name being so entered, the applicant becomes a member of the Association.

Register of Members

(l) A register of members shall be kept by the Association showing the member's name, their category of membership, their address, the date of commencement of their membership and, where necessary, the date of either any change in the category of membership or the cessation of membership.

Membership entitlements not transferable

- (m) 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

Cessation or Variation of Membership

- (n) A person ceases to be a member of the Association if the person:
- i) dies;
 - ii) resigns their membership; or
 - iii) is expelled from the Association.
- (o) A full member becomes an associate member on his or her permanently moving their usual place of residence outside of New South Wales.

Members' Liabilities

(p)The members of the Association shall have no liability to contribute towards the payments of debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association.

Disciplining of Members

- (q)A complaint may be made to the Board 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.
- (r)The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (s)If the Board decides to deal with the complaint, the Board:

- (i) must cause written notice of the complaint to be served on the member concerned, and
- (ii) must give the member at least 14 days from the time the notice is served within which to make written or oral submissions to the Board in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.

(t) The Board may dismiss the complaint or, 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.

(u) If the Board 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 Board for having taken that action and of the member's right of appeal under clause (w).

- (v) 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 in general meeting confirms the resolution ,
- whichever is the later.

Appeals against Board's decision on expulsion

(w) A member may appeal to the association in general meeting against a resolution of the Board under clause (t), by lodging with the secretary a written notice to that effect within 14 days of receipt of notice of the resolution.

(x) Upon the lodging of an appeal under clause (w), the procedure to be adopted regarding the conduct of the appeal shall be that prescribed in clauses 4(j) and (k) above with like effect, **save that:**

a. if the general meeting by a simple majority allows the appeal, the decision of the Board is thereby overturned and the complaint shall be dismissed as and from the date of the Board's initial decision.

Resolution of Internal Disputes

Note (1) : The purpose of this Clause is to provide a mechanism for the resolution of disputes between members (in their capacity as members) and between members and the Association.

Note (2): This Clause does not apply to the following:

- a) the resolution of disputes which are properly the subject of the Association's Enterprise Agreement;
- b) the resolution of complaints which are properly the subject of the Positive Life NSW Complaints Policy.

(y) In the first instance, the parties to the dispute should make a bona fide attempt to resolve any dispute they may have.

(z) If the members are unable to resolve their differences, then the following procedure shall be adopted:

- a. The complainant should approach the President or, if the President is a party to the dispute, the Vice President, with a request for assistance in resolving the dispute;
- b. The request for assistance must contain a written summary of the matters giving rise to the dispute, together with, where appropriate, any supporting documents or such relevant written material as may assist in clarifying the matters in dispute;

- c. Where appropriate, the President or Vice President (as the case may be) should provide such assistance to the complainant as he or she may reasonably need in the circumstance to adequately prepare and present their complaint.
- d. The President, or the Vice President, will, as soon as reasonably possible, notify the other party ('the respondent') to the dispute in writing of the dispute and must:
 - i) with the complainant's consent, provide the respondent with copy of the complainant's written materials;
 - ii) inform the respondent that he or she may reply in such manner as the respondent choose, including written material;
 - iii) offer such assistance as the party may reasonably need in the circumstances to adequately prepare and present any reply;
 - iv) nominate a mediator who is a member of the Administrations Committee who has no conflict of interest and is acceptable to both parties; and
 - v) convene a meeting as soon as reasonably possible at a mutually agreed time and place, and, failing agreement, within seven (7) days of the appointment of the mediator at the offices of Positive Life NSW.

(aa) At any mediation conducted in accordance with these Rules, the mediator shall:

- i) determine the procedure for the mediation, ensuring that each party shall be is accorded procedural fairness;
- ii) attempt to bring the parties to a satisfactory resolution of their dispute;
- iii) record in writing the terms of any resolution or agreement reached between the parties which shall be signed by the parties;

- iv) notify the President, or the Vice President, of the agreement and its terms.
- (bb) In the event that the parties fail to reach agreement, the mediator shall forthwith notify the President or Vice President of the failure of the mediation.
- (cc) On receipt of any notification in accordance with Clause (aa), the President or Vice-President, shall, at the next meeting of the Board, refer the dispute to the Board for its consideration.
- (dd) The Board may, at its discretion, appoint a Disputes Committee of no less than two Board members, who shall have no conflict of interest, for the purposes of determining the dispute.
- (ee) For the purposes of determining the dispute, the Dispute Committee shall:
 - i) as soon as reasonably possible, appoint a time and place for a hearing of the dispute;
 - ii) provide the parties with the opportunity to present such oral and/or written material as they may choose to present;
 - iii) ensure that written notes of the hearing are taken and kept;
 - iv) after hearing and considering all material the parties wish to present, give an oral decision with a brief summary of the Board's reasons, together with any recommendations the Committee determines to be appropriate.
- (ff) The Disputes Committee will inform the Board at its next meeting of the outcome of the hearing.

5. THE BOARD

The Powers of the Board

- (a) Subject to the Act, the Regulations and this Constitution and to any decision made by the association in general meeting, the Board:

- (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 Board to be necessary or desirable for the proper management of the affairs of the association.

The Composition and Membership of the Board

- (b) The Board is to consist of:
 - (a) the office-bearers of the association and no more than 5 ordinary directors each of whom is to be a full or distinguished member of the Association and is to be elected at the annual general meeting of the association and
 - (b) a staff representative, who is to be elected annually by a majority of the staff of Positive Life NSW at the first staff meeting held after the Annual General Meeting.
- (c) The total number of Board members may be no more than 10.
- (d) The office-bearers of the association are as follows:
 - i) the president,
 - ii) the vice-president,
 - iii) the treasurer,
 - iv) the secretary.
- (e) Each member of the Board shall hold office from the date of their election or appointment until the next Annual General Meeting.
- (f) Any casual vacancy occurring on the Board may be filled by a full or distinguished member of the Association appointed by the Board, except in the case of the staff representative, who shall be appointed by a majority vote of the Association's staff.
- (g) Retiring Board members are eligible for re-election.
- (h) A director of the Board shall cease to hold office upon :
 - i) resignation in writing,

- ii) absence from three successive Board meetings without approval of the Board,
- iii) removal by majority vote of the Association in general meeting before the expiration of the member's term; or
- iv) upon termination of membership of the Association

Election of Board Members

- (i) Nominations of candidates for elections as office-bearers of the Association or ordinary directors:
 - i) must be made in writing, signed by two full or distinguished members of the Association and accompanied by the written consent of the candidate; and
 - ii) must be delivered to the secretary of the Association before the date nominated by the secretary as the closing date for nominations.
- (j) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and any vacant positions are taken to be casual vacancies.
- (k) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (l) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (m) The election of office-bearers and ordinary directors shall be conducted by means of postal voting.

Office Bearers

- (n) The President or in the President's absence, the Vice President, shall act as chairperson at each general meeting and Board meeting of the Association.
- (o) If the President and Vice President are absent from the meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- (p) The secretary of the Association :

- i) must as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address;
- ii) shall keep the records of, and minutes relating to:
 - a. appointments of office-bearers and members of the Board;
 - b. the business of the Association and of Board and general meetings;
 - c. the Constitution and correspondence relating thereto.
- (q) The treasurer of the Association shall ensure that:
 - i) all money due to the Association is collected and received and that all payments authorised by the Association are made;
 - ii) 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

Board Meetings, Quorum and Procedure

- (r) The Board shall meet as often as necessary to conduct the business of the Association, but not less than eight times per calendar year and at regular intervals as the Board shall determine from time to time.
- (s) Additional meetings of the Board may be convened by the President or any two directors of the Board, provided that no less than seven clear days written notice is given to all Board members.
- (t) Notice of the Board meetings shall be given at the previous Board meeting or by such other means as the Board may decide upon
- (u) Five directors of the Board shall constitute a quorum.
- (v) The Board may function validly provided its number is not reduced below the quorum.
- (w) If within half an hour of the time appointed for a Board meeting a quorum is not present the meeting shall be dissolved.

- (x) If, at any time, the number of Board members should fall below the number required for a quorum, the remaining directors may act only to fill the casual vacancies by appointing new Board directors.
- (y) Each director shall have one equal vote, including the staff representative.
- (z) Before voting on any issue, a director of the Board shall declare any pecuniary or other conflict of interest.
- (aa) The chairperson shall not have a second or casting vote and if any vote is tied the motion shall be declared lost.
- (bb) It is intended that Board members will conduct themselves in their capacity as Board members in accordance with the spirit and the terms of any Board Charter or similar document that may apply from time to time, **provided that** any act or thing done by a Board member that is inconsistent with the terms of any such Charter or document is not thereby unconstitutional or invalid.

6. VOTING BY MEMBERS

- (a) On any question, issue or proposal to be determined by a general meeting of the Association, only full and distinguished members shall be entitled to vote and, subject to this Constitution, each member has one vote only.
- (b) 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.

- (c) If the question is to be determined by a show of hands, a declaration by the chairperson that a motion 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 motion.
- (d) 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.
- (e) if there is an equality of votes, the chairperson shall not have a second and casting vote and the motion shall be declared to be lost.

Postal Voting

- (f) The Association shall hold postal ballots to determine the following:
 - i) the election of Board members under Rule 5 (m);
 - ii) any special resolution of which the necessary notice has been given in accordance with this Constitution.
- g) Postal voting shall be conducted in accordance with the *Associations Incorporation Regulations 2010* (NSW) as amended from time to time [See Schedule 1 to this Constitution].

7. GENERAL MEETINGS

Annual General Meetings

- (a) The first Annual General Meeting shall be held within 18 months of its registration under the Act.
- (b) Thereafter the Association shall hold its Annual General Meeting:
 - i) each year within six months of the end of the financial year of the Association;
 - ii) within such later time as may be allowed by the Director-General or prescribed in the Regulation

- (c) Subject to the Act and to clauses (b) i) and ii), the annual general meeting of the association is to be convened on such date and at such place and time as the Board thinks fit and the annual general meeting may be held at 2 or more venues, using any technology, such as audio-visual links or telephone conferencing, which gives each of the member entitled to vote a reasonable opportunity to participate.
- (d) 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 Board reports on the activities of the association during the last preceding financial year,
 - iii) to declare the election of office-bearers of the association and ordinary Board members,
 - iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (e) An annual general meeting must be specified as such in the notice convening it.

Special general meetings

- (f) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (g) The Board must convene a special general meeting to be held within three months of receiving a written request to do so from at least five per cent of the full and distinguished members of the Association.
- (h) A request 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.

- (i) If the Board fails to convene a special general meeting to be held within 28 days after that date on which a request of members for the meeting is lodged with the secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than 90 days after that date.
- (j) A special general meeting convened by a member or members as referred to in subclause (i) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

Notice of general meetings

- (k) 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, or of an adjourned 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.
- (l) 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, or of an adjourned general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (l), the intention to propose the resolution as a special resolution.
- (m) 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 (d), and in the case of the minutes of previous general meetings, reports of the Board and financial statements, the Board shall take all steps reasonably available to bring these matters to the notice of members.

- (n) 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, or adjourned general meeting, given after receipt of the notice from the member.

Quorum for general meetings

- (o) 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.
- (p) 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.
- (q) 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 request of members, is to be dissolved, and
 - ii) in any other case, is to stand adjourned to the day, time and place 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.
- (r) If at any 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.

Presiding member

- (s) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (t) 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.

Adjournment of meetings

(u) 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 to a date no less than 14 days after the meeting, 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.

8. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by the Association to effect the following:
- i) a change of the Association's name;
 - ii) a change of the Association's Constitution;
 - iii) a change of the Association's objects;
 - iv) an amalgamation with another Incorporated Association;
 - v) to voluntarily wind up the Association and distribute its property;
 - vi) to apply for registration as a Company or a Cooperative;
 - vii) any matter required by the Act.
- (b) A special resolution is to be put to a meeting of the Association of which notice has been given to the members no less than 21 days before the date on which the meeting is held.
- (c) The notice referred to in Clause (b) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (d) Voting on a special resolution shall be by postal vote.
- (e) For a special resolution to be passed, it must be supported by three-quarters of the votes cast by the membership, who under this Constitution, are entitled to vote on the proposed resolution.

9. MISCELLANEOUS

Insurance

- a) The Association shall effect and maintain insurance as is required under the Act together with any other insurance which may be required by law or regarded as necessary by the Association.

Source of Funds

- b) The funds of the Association shall be derived from donations, grants and, subject to any resolution passed by the Association in general meeting, such other sources as determined by the Board.
- c) 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.
- d) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Management of Funds

- (e) 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 Board determines.
- (f) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board with other payments being made through a petty cash system.
- (g) Major or unusual expenditure shall be authorised by the Board or by resolution of the Association in general meeting.

Change of name, objects and Constitution

- (h) 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 by the public officer or a committee member.

Custody of books etc

- (i) 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.

Inspection of books

- (j) 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,

- c. minutes of all committee meetings and general meetings of the association.
- (k) A member of the Association may obtain a copy of any of the documents referred to in subclause (j) on payment of the reasonable costs of photocopying.

Service of written notices

- (l) For the purpose of this Constitution, a written 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 facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (m) 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 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.

Financial year

- (n) The financial year of the Association is:
 - i) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
 - ii) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Schedule 1 Conduct of postal ballots

(Schedule 3, Associations Incorporation Regulations 2010)

1 Ballots

(1) The Board must:

- (a) cause the details of the proposal on which the ballot is to be held to be set out in a statement, and
- (b) fix the dates for:
 - (i) the forwarding of ballots to members, and
 - (ii) the closing of the ballot, and
- (c) appoint a returning officer for the ballot.

(2) Every ballot must be conducted by the returning officer appointed by the Board.

2 Returning officers

(1) A Board member of the association may not be appointed as a returning officer.

(2) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3 Preparation of voting roll and ballot papers

(1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.

(2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

(3) The returning officer must cause ballot papers to be prepared:

- (a) in or to the effect of Form A in this Schedule, or
- (b) in such other form as the Board determines.

(4) Each ballot paper must:

- (a) be initialled by the returning officer or an appointed assistant, or
- (b) bear a mark that identifies it as a genuine ballot paper.

(5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot one set of the following material:

- (a) one ballot paper,

- (b) an envelope (in this Schedule referred to as "**the outer envelope**") addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member,
- (c) a small envelope (in this Schedule referred to as "**the inner envelope**") in which the ballot paper is to be enclosed,
- (d) a copy of a statement prepared by the board setting out the terms of the resolution,
- (e) in the case of a special resolution--a copy of a statement to the effect that the resolution is intended to be passed as a special resolution.

4 Duplicate ballot papers

(1) The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:

- (a) that the voter has not received a ballot paper, or
- (b) that the ballot paper received by the voter has been lost, spoilt or destroyed and that the voter has not already voted.

(2) If a duplicate ballot paper is sent, the relevant outer envelope is to be marked with the word "Duplicate".

5 Voting

A member casts a vote in the ballot by:

- (a) marking his or her vote on the ballot paper according to the instructions on the ballot paper, and
- (b) sending the ballot paper, in the envelopes provided, to the returning officer.

6 Safe keeping of ballot papers

(1) The returning officer must provide a ballot box that must be secured immediately before the ballot papers are delivered to members in accordance with clause 3 (5) and must remain secured until the close of the ballot.

(2) The returning officer must place the outer envelopes in the ballot box not later than the time and date fixed on the ballot paper for the closing of the ballot.

7 Counting of the votes

(1) As soon as practicable after the date fixed for the closing of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the Board, open the ballot box and deal with the contents in accordance with subclause (3).

(2) The returning officer must:

- (a) examine the outer envelopes, and
- (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it "rejected", and
- (c) mark the voter's name on the roll by drawing a line through the name, and
- (d) remove the inner envelopes from the outer envelopes, and
- (e) when all the inner envelopes have been dealt with in the above manner, open all unrejected inner envelopes and take the ballot papers from them.

(3) The ballot papers must be scrutinised by the returning officer who must reject as informal any ballot paper that:

- (a) is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper, or
- (b) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer, or
- (c) has any mark or writing not authorised by this Schedule that, in the opinion of the returning officer, will enable the voter to be identified, or
- (d) has not been marked as prescribed on the ballot paper itself.

8 Statement by returning officer

(1) The returning officer must count all votes cast and make out and sign a statement of:

- (a) the number of formal votes cast in favour of the proposal, and
- (b) the number of formal votes cast against the proposal, and
- (c) the number of informal votes cast, and
- (d) the number of envelopes marked "rejected", and
- (e) the proportion of the formal votes cast in favour of the proposal.

(2) On the declaration of the returning officer of the result of the postal ballot, the Board must cause an entry to be made in the minute book showing the particulars referred to in subclause (1) (a)-(e).

(3) The returning officer must forward a copy of the statement to the chairperson of the Board who must announce the result of the ballot at the next general meeting.

9 Notification of result of ballot for special resolutions

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

10 Retention of ballot papers

(1) The returning officer must retain:

(a) all ballot papers (whether formal or otherwise), and

(b) all rejected outer envelopes, and

(c) all rolls,

used in connection with the conduct of the postal ballot, locked in the ballot box, in accordance with this clause.

(2) The returning officer must retain those items for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the Board to retain those items for a longer period.