

**THE JANE AUSTEN SOCIETY  
OF AUSTRALIA, INCORPORATED**

**CONSTITUTION**

**as amended 20 August 2022**

# THE JANE AUSTEN SOCIETY OF AUSTRALIA, INCORPORATED

## CONSTITUTION

### PART I – PRELIMINARY

#### 1. Name

The name of the Association shall be “The Jane Austen Society of Australia, Incorporated”.

#### 2. Objects

The objects of the Association shall be to bring together scholars, enthusiasts, amateurs and professionals on equal terms to study and celebrate the genius of Jane Austen, her life and works and the era that gave shape to both.

#### 3. Definitions

(1) In this constitution:

“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

“the Act” means the Associations Incorporation Act 2009

“the Regulation” means the Associations Incorporation Regulation 2016

“person” means a natural person.

(2) In this constitution:

(a) A reference to a function includes a reference to a power, authority and duty

(b) A reference to the exercise of a function includes, if a function is a duty, a reference to the performance of the duty

(3) The provisions of the Interpretations Act 1987 apply to and in respect of these Rules in the manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **PART II – MEMBERSHIP**

### **4. Membership categories**

Membership of the Association shall be open to all persons wishing to support the objects of the Association and shall be in one of the following categories:

- (a) Individual;
- (b) Couple/Family;
- (c) Pensioner/Student;
- (d) Overseas.

### **5. Membership Qualifications**

(1) A person is qualified to be a member of the Association if, but only if:

- (a) the person was a member of the Association as at 1 January 1996 and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person has applied for membership as required under clause 6.

(2) A person is qualified for Honorary Life Membership, if, but only if

- (a) the person has made some outstanding contribution to the Association; and
- (b) the person has been nominated at a general meeting of the Association and approved by a three quarters majority of those voting.

(3) The founder of the unincorporated Association shall be known as the Foundation Past President.

### **6. Application for Membership:**

An application for membership must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and shall be accompanied by any prescribed application fee and annual fee for the appropriate membership category referred to in clause 4.

### **7. Cessation of Membership:**

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) has been an unfinancial member of the Association for more than six months after the fee is due.

## **8. Membership entitlements not transferrable**

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 cassation of the person's membership.

## **9. Resignation of Membership**

- (a) A member of the Association is not entitled to resign that membership except in accordance with this clause.
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or any other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) If a member of the Association ceases to be a member under clause 9(b) and in every other case where a member ceases to hold membership, the membership secretary must make appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

## **10. Register of Members**

(1) The membership secretary of the Association must establish and maintain a Register of Members of the Association specifying:

- (a) the name and postal, residential or email address of each person who is a member of the Association; and
- (b) the date on which the person became of member of the Association.

(2) The register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

(3) A member of the association may obtain a copy of any part of the register for the purposes of association business and may only use information in line with the Privacy Act 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.
- (4) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

### **11. Fees and Subscriptions**

- (1) A person must, on application for membership pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable under clause 11(1), a member of the Association must pay to the Association an annual fee, as determined in respect of the relevant category of membership by an Annual General Meeting:
- (a) except as provided by paragraph 11(2)(b), before 1 January in each calendar year; or
  - (b) if the member becomes a member on or after 1 July in any calendar year, the fee payable on becoming a member shall be one half of the annual fee.

### **12. Members' liabilities**

The liability of a member of the Association to contribute towards 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 11.

### **13. Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, 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 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

### **14. Disciplining of members**

- (1) A complaint may be made by any member of the Association that some other member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The committee may refuse to deal with a complaint if it 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 fourteen 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 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.
- (5) If the committee 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 committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not taken 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 15(4) whichever is the later.

## **15. Right of appeal of disciplined member**

- (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 14, within seven 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 purpose of the appeal.
- (3) On receipt of a notice from a member under clause 15(1), the secretary may notify the committee which is to convene a general meeting of the Association to be held within twenty-eight days after the date on which the secretary received the notice.

- (4) At a general meeting of the Association convened under clause 15(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 of the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART III – THE COMMITTEE**

#### **16. Powers of the committee:**

- (1) The committee, subject to the Act, the Regulation, this Constitution, and any resolution passed by the Association in general meeting:
- (a) Is to control and manage the affairs of the Association; and
  - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
  - (c) has power to perform all such acts and to do all things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

#### **17. Constitution and membership:**

- (1) The committee is to consist of:
- (a) The office bearers of the Association
  - (b) Membership Secretary
  - (c) Publicity Officer; and
  - (d) No more than four other members of the Association

each of whom is to be elected at the annual general meeting of the Association under clause 18.

- (2) The office bearers of the Association are to be:
- (a) The President
  - (b) The Vice-President

(c) The Treasurer; and

(d) The Secretary

- (3) 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.
- (4) At the expiration of their term of office, each member of the committee shall deliver to their successor within four weeks, the books and records belonging to their office.
- (5) If a member of the committee resigns or is removed from office, or if a successor is not elected at the expiration of the term of office, the member shall deliver to the secretary within four weeks, the books and records belonging to their office.
- (6) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (7) If a member possesses special skills or expertise, the committee may invite that member to join the committee, and the member so appointed is to hold office with full voting rights as a committee member, subject to these Rules, until the expiration of the annual general meeting next following the date of appointment

**18. Election of committee members:**

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
  - (a) must be made in writing by a financial member of the Association 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 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.
- (2) Nominees for office must be financial members of the Association.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.



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

**19. Secretary:**

- (1) The secretary of the Association must, as soon as practicable after being elected as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes 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 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.
- (4) The secretary shall keep in his or her custody all records and correspondence relating to the Association except financial records.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of clause 19(3).

**20. Treasurer:**

- (1) It is the duty of the treasurer the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association;
  - (c) that brief report showing the condition of the Association's funds be presented at each committee meeting of the Association;
  - (d) that at each annual general meeting of the Association an audited statement of income and expenditure of the Association during the preceding financial year shall be presented; and
  - (e) that the committee appoint a person, other than a member of the Association or the Public Officer, to audit the books as referred to in clause 20 (1) (d).

(2) The treasurer shall:

- (a) keep in his or her custody all financial records of the Association; and
- (b) shall, upon request and at a mutually convenient time and place, make all financial records available for inspection by any member.

21. Deleted

**22. Public Officer:**

- (1) The committee shall appoint a Public Officer who must be a resident of New South Wales;
- (2) The Public Officer shall perform all of the duties of a Public Officer as set out in and required by the Act.
- (3) In the event that the office of Public Officer becomes vacant, the committee must appoint a person resident in New South Wales, to fill the position.

**23. Casual vacancies on the committee:**

For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under clause 24; 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 six 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* of the Commonwealth.

**24. Removal of members of the committee:**

- (1) The Association in general meeting may by resolution remove any member of the committee 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.

- (2) If a member of the committee to whom a proposed resolution referred to in clause 24(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 sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25. Committee meetings and quorum:**

- (1) The committee must meet at least three times in each period of twelve months at such place and time as 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 forty-eight hours (or such 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) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) 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 to be fixed by the president.
- (6) 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.
- (7) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside; or
  - (b) if the president and vice-president 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.

## **26. Appointment of association members as committee members to constitute quorum**

- (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 association 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 23 applies.

## **27. Use of technology at committee meetings**

- (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.

## **28. Voting and decisions at committee meetings:**

- (1) Questions arising at a meeting of the committee are to be determined by a majority of the votes of members of the committee present at the meeting.
- (2) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 25(4), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to be done or suffered, 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.

## **PART IV – GENERAL MEETINGS**

### **29. Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within a period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting
  - (a) within the period of eighteen months after its incorporation under the Act; and
  - (b) within the period of six months after the expiration of the first financial year.
- (3) Clauses 29(1) and 29(2) have effect subject to any extension or permission that may be allowed or prescribed under Section 37 (2) (b) of the Act.

### **30. Annual general meetings – calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 29, 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 extraordinary general meeting since that meeting;
- (b) to receive from the committee reports on the activities of the Association during the last preceding financial year;
- (c) to elect office bearers of the Association and ordinary members of the committee;
- (d) to receive and consider the statement which is required to be submitted to members under the Act.

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

### **31. Extraordinary general meetings – calling of**

(1) The committee may, whenever it thinks fit, convene an extraordinary general meeting of the Association.

(2) The committee must, on the requisition in writing of at least five percent of the total number of members, convene an extraordinary general meeting of the Association.

(3) A requisition of members for an extraordinary general meeting:

- (a) must be in writing
- (b) must state the purpose or purposes of the meeting; and
- (c) must be signed by the members making the requisition;
- (d) must be lodged with the secretary; and
- (e) 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 an extraordinary 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 an extraordinary general meeting to be held not later than three months after that date.

(5) An extraordinary general meeting convened by a member or members as referred to in clause 31(4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

(6) For the purposes of clause 31(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.

### **32. General meetings – calling of and business at**

- (1) General meetings will be held at regular intervals during the year.
- (2) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the dates and venues for such meetings shall be advised through the Association's Newsletters distributed to all members.
- (3) 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 twenty-one days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying the place, date and time of the meeting and the intention to propose the resolution as a special resolution.
- (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 general meeting held after receipt of the notice from the member.

### **33. Procedure**

- (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.
- (2) Five members present in person (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 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.
- (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) is to constitute a quorum.

### **34. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) 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.

### **35. Adjournment**

- (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 fourteen 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.
- (3) Except as provided in clauses 35(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.

### **36. Making of decisions**

- (1) A question arising at a general meeting of the Association 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 the 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.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (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.
  - (c)

### **37. Special resolution**

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

### **38. Voting**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) All votes must be given personally.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Association unless all moneys due and payable by the member of the Association have been paid.

### **39. Proxy votes not permitted**

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

**Note.** Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

### **40. Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **41. Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general 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.

## **PART V – MISCELLANEOUS**

### **42. Insurance**

The Association must effect and maintain insurance .



#### **43. Funds source**

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolutions passed by the Association in general meeting, such other sources as the committee determines.
- (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 account.
- (3) The Association must, as soon as possible after receiving any money, issue an appropriate receipt.

#### **44. Management of funds**

- (1) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association provided that nothing herein shall prevent payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association, or reasonable and proper rent for premises lent by any member to the Association.
- (2) All functions organised for members shall endeavour to be self-sustaining.
- (3) The committee shall approve the amount by which budget for a function of the Association shall be subsidised from general funds.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee of the Association, being members authorised to do so by the committee.

#### **45. Association is non-profit**

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

**Note.** Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

#### **46. Dissolution of the Association**

The Association shall not be dissolved except at a general meeting of the Association specially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the

Association but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Association and which shall also prohibit the distribution of its or their property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the Matter.

#### **47. Alteration of objects and rules**

(1) The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association.

(2) An application 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.

#### **48. Common seal**

(1) The common seal of the Association must be kept in the custody of the Public Officer.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer or secretary.

#### **49. Custody of books**

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.

#### **50. Inspection of books**

(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,

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

(2) A member of the association 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 association to inspect or obtain a copy of records of the association that relate to

confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

## **51. Service of notices**

- (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, or
  - (c) 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.
  
- (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.

## **52. Financial year**

The financial year of the association is each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.