



NOT FOR PROFIT ORGANISATION RTO 90269

## COLLEGE CONSTITUTION

## INDEX

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1.	INTERPRETATION.....	4
2.	NAME.....	4
3.	OBJECTS.....	4
4.	MEMBERSHIP.....	5
5.	REGISTER OF MEMBERS.....	5
6.	FEES, SUBSCRIPTIONS.....	5
7.	MEMBERS' LIABILITIES.....	5
8.	MANAGEMENT.....	5
9.	QUORUMS.....	6
10.	VOTING AND DECISIONS.....	6
11.	MEETINGS OF THE COUNCIL.....	6
12.	MINUTES OF MEETINGS.....	6
13.	SPECIAL RESOLUTION.....	6
14.	MEMBERSHIP OF THE COUNCIL.....	6
15.	ELECTIONS.....	7
16.	CASUAL VACANCIES.....	8
17.	OFFICE BEARERS.....	9
18.	REMOVAL OF MEMBER.....	9
19.	RESPONSIBILITIES OF THE COLLEGE COUNCIL.....	9
20.	STAFF.....	9
21.	ANNUAL GENERAL MEETING.....	10
22.	GENERAL MEETINGS.....	10
23.	NOTICE OF MEETING.....	10
24.	FINANCES.....	10
25.	PROCEDURE.....	11
26.	PRESIDING MEMBER.....	11
27.	ADJOURNMENT.....	11
28.	MAKING OF DECISIONS.....	12

29.	AMENDMENT TO THE CONSTITUTION.....	12
30.	COMMON SEAL.....	15
31.	CUSTODY OF BOOKS, ETC.....	15
32.	INSPECTION OF BOOKS, ETC.....	15
33.	PROXY VOTING NOT PERMITTED.....	15
34.	DISCIPLINING OF MEMBERS.....	16
35.	RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	16
36.	DISSOLUTION AND WINDING UP.....	17
37.	LEGAL CAPACITY AND POWERS .....	18

## 1. INTERPRETATION

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1.1 *In these rules, except in so far as the context or subject matter otherwise indicates or requires:*

“Association” means the City East Community College Inc.

“Secretary” means a) the person holding office under these rules as secretary of the Association; or where no such person holds that office – b) the Public Officer of the Association;

“General Meeting” means a general meeting of the Association other than annual general meeting;

“Staff Member” means a member of the teaching or administrative staff of the Association whether employed on a full time, part time or casual basis;

“the Act” means the Associations Incorporation Act, 1984;

“the Commission” means the NSW Department of Fair Trading;

“the Commissioner” means the Director-General of the Department of Fair Trading holding office as such under Part 2 of the Public Sector Management Act 1988.”

“the Regulation” means the Associations Incorporation Act, 1999 Regulation;

“Community College” means an organisation accredited as such by the New South Wales Minister for Education & Training or his/her agents.

“Council” means the elected and nominated members responsible for the general operation of the College.

1.2 *In these rules –*

(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, where the function is a duty, a reference to the performance of the duty.

1.3 *The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.*

## 2. NAME

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2.1 *The name of the Association shall be the City East Community College Inc.*

2.2 *In the course of everyday business activity, the Association may also be known as the City East Community College.*

## 3. OBJECTS

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3.1 *To conduct the non-profit Community College in the Eastern Suburbs area of Sydney;*

3.2 *To plan and conduct educational programs and provide other learning activities to meet the educational needs and interests of adults in the local community;*

- 3.3 To work in co-operation with schools and where appropriate other organisations in developing educational programs and making available facilities and resources for these programs.
- 3.4 to provide relief of poverty, suffering, distress, misfortune, helplessness in the community in the form of training, education, programs, activities and the provision of other services which provide learning and development outcomes that enhance the opportunities for people in need;
- 3.5 to provide relief in the form of education, training, programs, activities and the provision of other services to support young adults facing barriers to employment or education and Indigenous community members, which provide educational opportunities that enhance the opportunities for people to gain skills for employment and work experience opportunities;
- 3.6 to provide relief for those who are aged and isolated through disability, health, geography or transportation issues by the promotion and training of information technology consciousness;
- 3.7 to provide relief to chronically unemployed people or unemployed people with diagnosed disabilities and those in need in the community in the form of education, training, programs, activities and the provision of other services which provide learning and development outcomes that develop their capacity for resilience and improved well-being during periods of unemployment and enhance opportunities to gain skills for employment and work experience opportunities;
- 3.8 to provide relief of the distress and suffering of migrants and refugees and people from non-English speaking backgrounds by assisting them with education, training, programs and activities to overcome their isolation in the community from the lack of adequate language and communication skills;
- 3.9 to support initiatives by Government, business and community groups to increase employment opportunities and well-being for the disadvantaged members of the community;
- 3.10 to provide relief to disadvantaged people, in the form of tailored learning programs and specialised education in an alternative school environment, that is designed to facilitate the provision of education to young people who are unable to obtain or continue education in mainstream schools as a result of;
- (a) diagnosed mental health disorder or disability including a learning disability'
  - (b) unsuitability to mainstream education
  - (c) homelessness
  - (d) drug or alcohol dependency
  - (e) domestic violence or abuse
  - (f) any combination of the above
- 3.11 to pursue any other types of activities and services of a benevolent nature that contribute to the well-being of the community, create sustainable growth, reflect quality and value in the range of services offered and are consistent with the objects, goals and values of the Association.

## 4. MEMBERSHIP

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### 4.1 Application for membership

#### 1. An application by a person for membership of the association:

- (a) must be made in writing (including by email or other electronic means, if the council so determines) in the form determined by the council, and

- (b) must be lodged (including by electronic means, if the council so determines) with the secretary of the association.*
- 2. As soon as practicable after receiving an application for membership, the secretary must refer the application to the council, which is to determine whether to approve or to reject the application.*
- 3. As soon as practicable after the council makes that determination, the secretary must:*
  - (a) notify the applicant in writing (including by email or other electronic means, if the council so determines) that the council approved or rejected the application (whichever is applicable), and*
  - (b) if the council approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.*
- 4. The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.*
- 5. Membership shall lapse after the expiration of one year from the date of payment of the prescribed membership fee unless the membership is renewed by the payment of a further annual membership fee.*
- 6. The Council shall have the right to determine an individual's eligibility for membership of the Association under Clause 4.1 and 4.2 and it is not required to state a reason for rejecting any application for membership.*
- 7. Members of the Council shall be deemed to be members of the Association.*

#### *4.2 Membership entitlements not transferable*

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

#### *4.3 Cessation of membership*

- 1. A person ceases to be a member of the association if the person:*
  - (a) dies, or*
  - (b) resigns membership, or*
  - (c) is expelled from the association, or*
  - (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.*

#### *4.4 Resignation of membership*

- 1. A member of the association may resign from membership of the association*

*by first giving to the secretary written notice of at least 1 month (or any other period that 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.*

2. *If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.*

## 5. REGISTER OF MEMBERS

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- 5.1 *The Principal of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.*
- 5.2 *The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.*

## 6. FEES, SUBSCRIPTIONS

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A member of the Association shall pay to the Association an annual fee of \$10 or, where some other amount is determined by the membership, of that other amount. Public representatives elected as members of the Council shall not be required to pay a membership fee.

## 7. MEMBERS' LIABILITIES

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The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 6.

## 8. MANAGEMENT

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The management of the Association shall be vested in the College Council.

## 9. QUORUMS

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- 9.1 *At meetings of members of the Association, a quorum shall consist of 8 persons.*
- 9.2 *At meetings of the Council, a quorum shall consist of five persons.*

## 10. VOTING AND DECISIONS

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- 10.1 *Questions arising at a meeting of the Council or of any committee appointed by the Council shall be determined by a majority of the votes of members of the Council or committee present at the meeting.*
- 10.2 *Each member present at a meeting of the Council or any committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.*

- 10.3 *Voting at Council, committee and general meetings of the Association shall be by the casting of a personal vote only, excepting the second or casting vote as specified in Clause 10.2. There shall be no voting by proxy.*

## 11. MEETINGS OF THE COUNCIL

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- 11.1 *Meetings of the Council shall be held at least five times per year at a time and place determined by the Council. Written or telephone notice of meeting date and place shall be given at least one week prior to each meeting. A person present at a Council meeting when the details of a meeting are determined shall be deemed to have received notice.*
- 11.2 *Special meetings of the Council may be convened by the President or on the requisition of four members of the Council. Notice of such special meetings shall be as for regular meetings.*
- 11.3 *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.*
- 11.4 *Delegation by committee to sub-committee*
1. *The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, 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 clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that 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. *A sub-committee may meet and adjourn as it thinks proper.*



## 12. MINUTES OF MEETINGS

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The minutes of the proceedings of all general meetings and all Council meetings shall be recorded in minute books kept for that purpose and shall be confirmed as a correct record at the next meeting.

## 13. SPECIAL RESOLUTION

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- 13.1 *A resolution of the Association is a special resolution if it is passed by not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.*
- 13.2 *Where it is made to appear to the NSW Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in Clause 13.1, the resolution will be passed in a manner specified by the Department.*

## 14. MEMBERSHIP OF THE COUNCIL

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14.1 *The composition of the College Council shall be:*

(a) Elected membership:

- (1) five members of the Association, not being employees of the Association, or the providers of paid services to the Association, elected annually by and from the members of the Association ("Membership Representatives");
- (2) one Staff Member elected by and from the Staff Members ("Staff Representative");
- (3) five public representatives, not necessarily members of the Association and not being employees of the Association or the providers of paid services to the Association, elected by members of the Association on the basis of their experience or practice in the following areas ("Public Representatives"):
  - (A) Education;
  - (B) State or Local Government;
  - (C) Community Services;
  - (D) Disability Services;
  - (E) Aged Services;
  - (F) Aboriginal and Torres Strait Islander Services;
  - (G) Multicultural Services;
  - (H) Health Services;
  - (I) Employment Services;
  - (J) Business and Industry;
  - (K) Legal, Accounting and Finance; and

(L) *Corporate/ Commercial Services.*

- (b) **Ex Officio membership**  
The Principal of the Association.

**14.2 Ineligibility**

Any person who is, or has been, within the two years prior to consideration of their election to Council, a holder of a management position at any other Evening College, Community College or commercial adult education college, will be ineligible for election, or if elected in such circumstances, their election shall be rescinded as soon as the circumstances creating the ineligibility become known. This clause will not apply to the ex-officio membership of the Principal of the Association.

**14.3 Appointment of association members as council members to constitute quorum**

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

(2) *A member of the council 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 16 applies.*

**15. ELECTIONS**

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**15.1 Nomination of Candidates**

- (a) Candidates for election to Council under Clause 14.1(a)(1), (the five members on the Council who are elected by and from the members of the Association) and under clause 14.1(a)(3) (the five public representatives) must be nominated by way of:

- (1) written nomination and must be:

(A) *signed by two members of the Association; and*

(B) *accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and a separate written undertaking by the candidate to uphold the objects of the Association and the provisions of the Association, as set out in this Constitution; and*

(C) *delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; or*

- (2) nomination from the floor which must be:

(A) *by two members of the Association who are in attendance; and*

- (B) accepted by the nominee, who must be in attendance, in the form of a signed endorsement, which includes an undertaking to uphold the objects and the provisions of the Association, as set out in this constitution. Nominations from the floor will only be possible where positions remain vacant following the declaration of positions filled from written nominations received in accordance with the provisions as detailed in clause 15.1 (a)(1)(C).
- (b) A person may be nominated as a Public Representative or a Membership Representative but not both.
- (c) If the number of written nominations received is equal to the number of vacancies to be filled, the candidates are taken to be elected.
- (d) If the number of written nominations is less than the number of vacancies to be filled then those written nominations received will be declared elected. Nominations, in accordance with the provisions of clause 15.1 (a)(2) may then be taken from the floor of the Annual General Meeting. If the number of nominations from the floor exceeds the number of vacancies to be filled, a ballot at the AGM must be held.
- (e) If the number of written nominations received exceeds the number of vacancies to be filled, a ballot at the Annual General Meeting must be held. No further nominations will be accepted.
- (f) The ballot for the election of Council members must be conducted at the Annual General Meeting in such manner as the Council may direct.

#### 15.2 *Nomination of Staff Representative*

The Principal shall act as returning officer for the election in which the Staff Members elect their representative to the Council. The election shall be conducted during the first term of the calendar year.

#### 15.3 *The elections of the Membership Representatives, Public Representatives and of the Staff Representative shall be conducted on a first-past-the-post system.*

#### 15.4 *All members of the Council except the Staff Representative are to hold office until the conclusion of the next Annual General Meeting. The Staff Representative will hold office until the next staff election to be conducted during the first term, prior to the date set for the Annual General Meeting. Each member of the Council is, subject to this Constitution, eligible for re-election.*

## 16. CASUAL VACANCIES

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#### 16.1 *For the purposes of these rules, a casual vacancy in the office of a member of the Council occurs if the member –*

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 18;

- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of six months.

16.2 *In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association or other appropriate person to fill the vacancy and the member/person so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.*

## 17. OFFICE BEARERS

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17.1 *The office bearers of the Council, including the President, Deputy President, Secretary and Treasurer and such other office bearers as the Association shall decide, are to be elected by the members of the Council at a Council meeting to be held immediately following the Annual General Meeting and are to hold office until the conclusion of the next Annual General Meeting. No member of the Council who is an employee of the Association shall hold the position of President or Deputy President.*

## 18. REMOVAL OF MEMBER

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The Association in general meeting may by resolution remove any elected member of the Council, including a member elected by and from the members of the Association, the Staff Member or public representative from the office of member of the Council before the expiration of the member's term of office and may by resolution appoint another person from the same category to hold office until the expiration of the term of office of the member so removed.

## 19. RESPONSIBILITIES OF THE COLLEGE COUNCIL

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19.1 *The Council shall be responsible for the general operation of the Association and in particular:*

- (a) the educational policy of the Association;
- (b) the planning and conduct of adult education programs;
- (c) the employment of staff; and
- (d) the financial management of the Association.

## 20. STAFF

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20.1 *The Council shall appoint the College Principal. The Principal shall be the public officer of, administrative officer of, and educational adviser to, the Association and will generally be responsible to the Council for the educational and business management of the Association.*

20.2 *The Principal shall appoint teachers (who will be employees of the College) and other staff within the budget and other guidelines as prescribed by the Council. Senior staff positions are to be appointments of the Council.*

## 21. ANNUAL GENERAL MEETING

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- 21.1 *The Annual General Meeting of the Association shall be held in March of each year. Members of the Association and members of the College Council are eligible to attend and vote. The date, time, and location shall be set by the Council.*
- 21.2 *In the event of the Annual General Meeting not being held by 31 March in any year due to the lack of a quorum or for any other reason, the President shall fix a date for the meeting. Such a date shall be within 28 days of the date set down by the Council in accordance with Clause 21.1.*
- 21.3 *Business of the Annual General Meeting shall include –*
- (a) receive the Annual Report of the Council;
  - (b) receive the Financial Report and the Auditor's report;
  - (c) appoint an auditor for the current year;
  - (d) election of the Membership Representatives and Public Representatives of the Council;
  - (e) set the membership fees according to Clause 6;
  - (f) consider any other matters of general business for which notice has been given by any member of the Association to the Secretary of the Association by 31 January.

## 22. GENERAL MEETINGS

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- 22.1 *The Council may convene a General Meeting of the Association at any time in accordance with Clause 23.*
- 22.2 *The Council must on the requisition in writing of not less than five per cent of the total number of members of the Association, convene a General Meeting. The requisition must state the purpose of the meeting. The meeting must be convened to take place within 35 days of the requisition being received by the Principal, Secretary or President.*

## 23. NOTICE OF MEETING

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- 23.1 *In the case of an Annual General Meeting or a General Meeting notice must:*
- (a) be given at least 21 days prior to the date fixed for the meeting;
  - (b) specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting; and
  - (c) specify the terms of any proposed special resolutions.
- 23.2 *No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of the Annual General Meeting, business which may be transacted pursuant to rule Clause 21.3.*
- 23.3 *A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.*

## 24. FINANCES

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- 24.1 *The financial year of the Association shall conclude on 31st December of each year.*

- 24.2 All monies received by the Association shall be deposited as soon as practicable and without deduction in a bank account or other investment account as authorised by the Council.
- 24.3 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two of four persons appointed by Council for such purposes, at least one of whom must be an elected Council office bearer who is not an employee of the Association. All Council appointed signatories must be council members or employees of the Association.
- 24.4 The funds of the Association shall be derived from membership fees, course fees, donations, grants from the New South Wales Board of Adult and Community Education and such other sources as the Council may determine. Where grant funds are supplied such funds are to be used according to the conditions of funding bodies.
- 24.5 The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of profit to the members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or other person in return for any services rendered to the Association.
- 24.6 Fees for courses and other educational activities and arrangements for fee concessions shall be decided by the Council, in accordance with policies advised by the Board of Adult and Community Education from time to time.
- 24.7 The Auditor appointed by the Association shall be an auditor registered with the Australian Securities and Investments Commission.
- 24.8 The Association shall effect and maintain insurance pursuant to section 44 of the "Associations Incorporation Act 1988".

## 25. PROCEDURE

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- 25.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time the meeting is considering that item.
- 25.2 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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.
- 25.3 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 not less than five) shall constitute a quorum.

## 26. PRESIDING MEMBER

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- 26.1 The President, or in the President's absence the Deputy President, shall preside as chairperson at each general meeting of the Association.
- 26.2 If the President and the Deputy President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## 27. ADJOURNMENT

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- 27.1 *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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.*
- 27.2 *Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.*
- 27.3 *Except as provided in clauses 27.1 and 27.2, 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.*

## 28. MAKING OF DECISIONS

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- 28.1 *A question at a general meeting of the Association shall 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 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.*
- 28.2 *At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three members in person at the meeting.*
- 28.3 *Where a poll is demanded at a general meeting, the poll shall 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 shall be deemed to be the resolution of the meeting on that matter.*

## 29. AMENDMENT TO THE CONSTITUTION

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*Amendment to this Constitution may be made by special resolution at any General Meeting. A motion to alter the Constitution may be carried or lost, but not amended. An amended motion to alter the Constitution can only be put to members of the Association at a subsequent meeting called in accordance with Clauses 13 and 23.*

## 30. COMMON SEAL

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- 30.1 *The common seal of the Association shall be kept in the custody of the Principal of the Association.*
- (1) *The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two members of the Council or the signatures of one member of the Council and the Principal of the Association.*

## 31. CUSTODY OF BOOKS, ETC.

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*Except as otherwise provided by these rules, the Principal shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.*

## 32. INSPECTION OF BOOKS, ETC.

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The records, books, and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour at the principal place of administration of the Association.

## 33. PROXY VOTING NOT PERMITTED

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33.1 *Proxy voting must not be undertaken at or in respect of a general meeting or an annual general meeting.*

## 34. DISCIPLINING OF MEMBERS

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34.1 *Where the Council is of the opinion that a 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, the Council may by resolution:
  - (1) expel the member of the Association; or
  - (2) suspend the member from membership of the Association for a specified period.

34.2 *A resolution of the Council under clause 34.1 is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 34.3, confirms the resolution in accordance with this rule.*

34.3 *Where the Council passes a resolution under clause 34.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on a member –*

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
  - (1) attend and speak at that meeting;
  - (2) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.

34.4 *At a meeting of the Council held as referred to in clause 34.3, the Council shall –*

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

34.5 *Where the Council confirms a resolution under clause 34.4, the Secretary shall, within seven days after that confirmation, by notice in writing, inform the member of the fact and of the member's right of appeal under Clause 35.*



34.6 *A resolution confirmed by the Council under clause 34.4 does not take effect:*

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Clause 35.4.

## 35. RIGHT OF APPEAL OF DISCIPLINED MEMBER

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35.1 *A member may appeal to the Association in general meeting against a resolution of the Council which is confirmed under Clause 34.4, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.*

35.2 *Upon receipt of a notice from a member under Clause 35.1, the Secretary shall notify the Council which shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.*

35.3 *At a general meeting of the Association convened under clause 35.2:*

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution shall be confirmed or revoked.

35.4 *If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.*

## 36. DISSOLUTION AND WINDING UP

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36.1 At the first occurrence of:

- (a) the winding up of the Association; or
- (b) the Association ceasing to be an Exempt Entity there remains, after satisfaction of all debts and liabilities, any property whatsoever, excluding surplus gift assets, the same will not be paid to or distributed among the Council, or Members of the Association, but will be given or transferred by the Council to one or more funds, authorities or institutions that is an "Exempt Entity" (i.e. registered charity and endorsed by the ATO under item 1.1 of section 50-5 of the ITAA 1997.)

36.2 In making its determination where to transfer the surplus assets of the Association, excluding gift assets, the Council shall give primary consideration to funds, authorities or institutions having objects similar to the objects of the Association that is an Exempt Entity.

36.3 Where the Council is unable to reach agreement as to where the surplus property of the Association, excluding gift assets, should be transferred such decision shall be made by the Members of the Association provided such transfer shall only be made to a fund, authority or institution that is an Exempt Entity.

36.4 At the first occurrence of:

- (a) the winding up of the Association; or
- (b) the Association ceasing to be endorsed as a deductible gift recipient under item 1 of the table in section 30-15 of the ITAA 1997, the Council must transfer any surplus gift assets remaining after the payment of all liabilities to an "Eligible Charity" (i.e. a fund, authority or institution, which is a registered charity, and gifts to which are deductible under item 1 of the table in section 30-15 of the ITAA 1997).

36.5 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 1997 are satisfied, a transfer must be made in accordance with those conditions.

### 37 Legal Capacity and powers.

37.1 The Association shall have the legal capacity and powers given in section 19 of the Act.