



men's
SHED

**THE CONSTITUTION OF THE
WILLOUGHBY COMMUNITY
MEN'S SHED INC.**

Note: This Constitution is a modified version of the Model Constitution prepared by the NSW Department of Fair Trading (2010) under the Associations Incorporation Act 2009

CONTENTS

PART 1	STATEMENT OF OBJECTS	4
PART 2	PRELIMINARY	5
1.	Definitions	5
PART 3	MEMBERSHIP	7
4.	Cessation of membership	7
5.	Membership entitlements not transferable	8
6.	Resignation of membership	8
7.	Register of members	8
8.	Members fees	9
9.	Members' liabilities	9
10.	Resolution of disputes	9
11.	Withdrawal of privileges	10
12.	Disciplining of members	10
13.	Right of appeal of disciplined member	11
PART 4	THE COMMITTEE	13
14.	Powers of the committee	13
15.	Composition and membership of committee	13
16.	Election of committee members	14
17.	Secretary	14
18.	Treasurer	15
19.	Casual vacancies	15
20.	Removal of committee members	15
21.	Committee meetings and quorum	16
22.	Delegation by committee to sub-committee	17
23.	Voting and decisions	18
PART 5	GENERAL MEETINGS	19
24.	Annual general meetings - holding of	19
25.	Annual general meetings - calling of and business at	19
26.	Special general meetings - calling of	19
27.	Notice	20
28.	Quorum for general meetings	20
29.	Presiding member	21
30.	Adjournment	21
31.	Making of decisions	21
32.	Special resolutions	22
33.	Voting	22
34.	Proxy votes not permitted	22
35.	Postal ballots	22

PART 5	MISCELLANEOUS	23
36.	Insurance	23
37.	Funds – source	23
38.	Funds - management	23
39.	Change of name, objects and constitution	23
40.	Custody of books etc.	24
41.	Inspection of books etc.	24
42.	Service of notices	24
43.	Financial year	24
44.	Attendance register	25
45.	Dissolution of the Association	25
Appendix 1		
	<i>Application for membership of Association (Clause 3 (1))</i>	26
Appendix 2		
	<i>The Shed</i>	27

PART 1 STATEMENT OF OBJECTS

The objects of the *Willoughby Community Men's Shed Inc.* (WCMSInc) are to provide support and assistance to older men of the Willoughby City community through the operation and maintenance of a multi-disciplinary workshop facility (the Shed).

Through the operation and maintenance of the Shed WCMSInc will:-

- encourage the development and sharing of skills and competence of members
- promote comradeship and fellowship amongst members
- promote and enhance healthy lifestyles of members
- promote issues of Men's Health amongst members
- support community organisations and charitable groups throughout Willoughby City and the wider community by:-
 - undertaking work or projects, which assist those organisations or groups
 - promoting community activities amongst members
 - promoting Willoughby City Council initiatives amongst members.

To achieve this WCMSInc will maintain a high level of workshop safety and member health by:-

- maintaining a safe and healthy workplace
- implementing strategies to inform members of risks associated with use of the machines and equipment
- regularly communicating to members.

PART 2 PRELIMINARY

1. Definitions

(1) In this constitution:-

The Association means Willoughby Community Men's Shed Inc

The Shed means the building known as 296E Sailor Bay Road, Northbridge located on part of Lot 874 DP 752067 in the Parish of Willoughby as shown in Appendix 2

Director-General means the Director-General of the Department of Services, Technology and Administration

ordinary committee member means a member of the committee who is not an office-bearer of the *Association*

financial member means a member who has paid their annual membership fee. A member who pays their annual membership fee within 6 months of the required date of payment becomes financial upon payment of such fee

probationary member means a person who has submitted an application for membership to a committee member or supervisor but who has not, at that time, been accepted or rejected by the committee

non-financial members means a former financial member who has not paid their annual membership fee by the due date of payment

supervisor means the person designated by the committee or a member of the committee to act in a supervisory capacity in the *Shed* at any given time

secretary means:-

- (a) the person holding office under this constitution as secretary of the *Association*, or
- (b) if no such person holds that office - the public officer of *the Association*

special general meeting means a general meeting of the *Association* other than an annual general meeting

the Act means the Association's Incorporation Act 2009

the Regulation means the Association's 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.

- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

DRAFT

PART 3 MEMBERSHIP

2. Membership generally

Any person over 18 years of age, who accepts the objects and rules and procedures of the *Association*, may become a member of the *Association*.

3. Application for membership

- (1) Application for membership of the *Association*:
 - (a) must be made in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged 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 committee which is to determine whether to approve or to reject the application.
- (3) If an application for membership is rejected, the committee must give the applicant just cause in writing for the rejection.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant that their application has been approved, and
 - (b) request the applicant to pay (within the period of 31 days) the sum payable under this constitution by a member as the annual membership fee.
- (5) The secretary must, on payment by the applicant of the amount referred to in subclause (4) (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*.
- (6) Honorary life membership may be granted to a member who has given outstanding service to the *Association*. Any five members may nominate in writing a member or past member to be an honorary life member. The nomination shall then be considered by the committee, and if the committee so determines, the nomination shall then be submitted to a general meeting. The *Association* shall not have more than 5 life members at any one time.

4. Cessation of membership

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 within 6 calendar months after the fee is due.

5. Membership entitlements not transferable

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.

6. 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 the member's intention to resign. Upon the Secretary's receipt of the members written intention to resign 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.

7. Register of members

- (1) The public officer of the *Association* must establish and maintain a register of members of the *Association* specifying the name and postal or residential address of each person who is a member of the *Association* together with the date on which the person became a member.
- (2) The register of members must be kept at 296E Sailors Bay Road, Northbridge, New South Wales.
- (3) The register of members must be open for inspection, free of charge, by any member of the *Association* at any time during the *Shed's* hours of operation.
- (4) A member of the *Association* may obtain a copy of any part of the register of members from the secretary upon written request.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that request must be noted in the register of members and that information must not be made available for inspection.

- (6) A member must not use information about a person obtained from the register of members 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.

8. Members fees

- (1) The annual membership fee of *Association* shall be determined annually by majority vote of the committee and announced at the *Association's* Annual General Meeting.
- (2) The committee may reduce the annual membership fee for individual members on a case-by-case basis upon written request by the member.
- (2) A preliminary member of the *Association* must, on admission to membership, pay to the *Association* an annual membership fee within 28 days of admission.
- (3) A member of the *Association* must pay an annual membership fee by 15 February of each calendar year.
- (4) A member of the *Association* who has not paid the annual membership fee by the due date of payment shall be classified as non-financial:-
 - (a) shall be refused access to the Shed, and
 - (b) relinquish all rights to vote at any annual general meeting, general meeting, and
 - (c) relinquish all rights participate in any sub-committeeuntil such time as the annual membership fee is paid or their membership is cancelled.

9. Members' liabilities

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 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the *Association*, or a dispute between a member or members and the *Association*, must, in the first instance, be referred to the Committee for mediation.

- (a) any such mediation must include a face-to-face meeting of the party or parties involved and the committee or a member of the committee
 - (b) a member may, at their own expense, engage an independent mediator who is accredited under the National Mediator Accreditation System to conduct the mediation process
 - (c) any resolution reached during mediating must be recorded in writing and signed by all persons participating in the mediation
- (2) If a dispute is not resolved to the satisfaction of all parties involved within 6 months of the date of referral to the committee the dispute must be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Withdrawal of privileges

A member may have their access to the *Shed* and or tools and equipment in the *Shed* withdrawn if they:

- (a) act in a manner that may cause injury to themselves or other members
- (b) fail to follow a reasonable instruction given by a supervisor
- (c) fail to observe *Shed* Rules and Procedures.

12 Disciplining of members

- (1) A complaint may be made in writing to the committee by any person that a member of the *Association* :
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the *Association*, or
 - (c) has acted in an unsafe manner that has or may have resulted in injury to their person or the person of another member, or
 - (d) has refused a direct and reasonable instruction given by a supervisor.
- (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 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, 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 suspension is warranted in the circumstances.
- (5) If the committee suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the *Association* confirms the resolution under clause 12, whichever is the later.
- (7) On the occasion of a third suspension a member of the *Association* ceases to be a member of the *Association* and relinquishes all rights as a member of the *Association* and has no right of appeal.

13. 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 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the *Association* to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the *Association* convened under subclause (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) The appeal is to be determined by a simple majority of votes cast by members of the *Association*.
- (6) A member of the *Association* whose membership is suspended from the *Association* for a third time has no right of appeal.

DRAFT

PART 4 THE COMMITTEE

14. Powers of the committee

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

- (a) is to control and manage the affairs of the *Association*, and
- (b) 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
- (c) may make by-laws, provided such by-laws are not inconsistent with either the Corporations Act or this Constitution, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the *Association*, and
- (d) is to issue safe work procedures and appoint a supervisor or supervisors to implement and or exercise these procedures on its behalf at times when the *Shed* is operating.

15. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the *Association*, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the *Association* under clause 15.
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the *Association* are as follows:
 - (a) the co-ordinator,
 - (b) the deputy co-ordinator,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the co-ordinator and deputy co-ordinator offices).
- (5) 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.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the *Association* or as ordinary committee members:
 - (a) must be made in writing, signed by a 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 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the *Association* must be a member of the *Association*.

17. Secretary

- (1) The secretary of the *Association* must, as soon as practicable after being appointed as secretary, lodge notice with the *Association* of his or her postal address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

It is the duty of the treasurer of 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, and
- (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*.

19. Casual vacancies

- (1) 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 this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (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 Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (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.

20. Removal of committee members

- (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 subclause (1) relates makes representations in writing to the secretary or co-ordinator (not exceeding a reasonable length) and requests that the representations be notified to the members of the *Association*, the secretary or the co-ordinator may send a copy of the representations to each member of the *Association* or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee meetings and quorum

- (1) The committee is to meet at 12.30 pm on the first Tuesday of every second calendar month.
- (2) Additional meetings of the committee may be convened by the co-ordinator 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 24 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) Business to be transacted at any meeting of the committee must be notified orally or in writing to the secretary at least 48 prior to the time of the meeting. If no business is notified to the secretary within this time the co-ordinator may cancel the meeting.
- (5) If a meeting is cancelled under subclause (4) the co-ordinator must notify all committee members of such cancellation at least 12 hours prior the scheduled time of the meeting.
- (6) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (7) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (8) 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 the same place and at the same hour of the same day in the following week.
- (9) 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.

- (10) At a meeting of the committee:
 - (a) the co-ordinator or, in the co-ordinator's absence, the deputy co-ordinator is to preside, or
 - (b) if the co-ordinator and the deputy co-ordinator 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.
- (11) A representative of Willoughby City Council and UnitingCare Northern Sydney Region must be invited to at least 3 committee meetings in any calendar year. Such representative shall not be included in the quorum.

22. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the *Association* as the committee thinks fit) the exercise of such of the functions of the committee as 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (7), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 5 GENERAL MEETINGS

24. Annual general meetings - holding of

- (1) The *Association* must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The *Association* must hold its annual general meetings:
 - (a) within 6 months after the close of the *Association's* financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual general meetings - calling of and business at

- (1) The annual general meeting of the *Association* is, subject to the Act and to clause 23, 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 special general meeting held 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 committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the *Association*.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the *Association*.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the *Association*, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the *Association*, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Quorum for general meetings

- (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 (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 3) are to constitute a quorum.

29. Presiding member

- (1) The co-ordinator or, in the co-ordinator's absence, the deputy co-ordinator, is to preside as chairperson at each general meeting of the *Association*.
- (2) If the co-ordinator and the deputy co-ordinator are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. 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 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the *Association* stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (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.

31. Making of decisions

- (1) A question arising at a general meeting of the *Association* is to be determined by either:
 - (a) a show of hands, or

- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the *Association*, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special resolutions

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

33. Voting

- (1) On any question arising at a general meeting of the *Association* a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the *Association* unless all money due and payable by the member to the *Association* has been paid.
- (4) A member is not entitled to vote at any general meeting of the *Association* if the member is under 18 years of age.

34. Proxy votes not permitted

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

Note: Schedule 1 of 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.

35. Postal ballots

The *Association* shall not hold a postal ballot to determine any issue or proposal.

PART 5 MISCELLANEOUS

36. Insurance

The *Association* must effect and maintain insurance for the *Association* and for each member, including but not limited to:

- a) Public & Products Liability
- b) Association Liability
- c) Volunteer Personal Accident Insurance
- d) Industrial Special Risks

37. Funds – source

- (1) The funds of the *Association* are to be derived from annual subscriptions of members, donations, commercial projects and, subject to any resolution 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 practicable after receiving any money, issue an appropriate receipt, if requested.

38. Funds - management

- (1) Subject to any resolution passed by the *Association* in general meeting, the funds of the *Association* are to be used in pursuance of the objects of the *Association* in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee of the *Association*, being members authorised to do so by the committee.

39. Change of name, objects and constitution

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.

40. Custody of books etc.

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*.

41. Inspection of books etc.

- (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.

42. 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, e-mail 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, e-mail 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.

43. Financial year

The financial year of the *Association* is:

- (a) the period of time commencing on the date of incorporation of the *Association* and ending on the following 30 June, and
- (b) 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.

44. Attendance register

An attendance register must be kept for all days the *Association* is open to members. This register is to include, but not limited to:

- (a) date
- (b) member's name
- (c) member's arrival time
- (d) member's departure time
- (e) total number of members attending on that day

45. Dissolution of the Association

The *Association* may be dissolved by a resolution of a majority of two thirds of the financial members of the Association agreed to in writing and presented to a special general meeting convened for the sole and specific purpose of dissolving the Association.

Upon dissolution of the *Association* any assets, moneys, goods and otherwise belonging to the *Association* or held in the name of the *Association* shall be transferred to some other incorporated association having objects similar to the objects of the *Association*.



**APPLICATION FOR MEMBERSHIP OF THE
WILLOUGHBY COMMUNITY MEN'S SHED INC.**

Willoughby Community Men's Shed Inc. (incorporated under Associations Incorporation Act 2009)

I,

.....

[first name of applicant]

[second name of applicant]

of.....

.....

.....

[street]

[suburb]

[postcode]

hereby apply to become a member of the *Willoughby Community Men's Shed Inc.*

In the event of my admission as a member, I agree to be bound by the Constitution and Rules and Procedures of the *Association* for the time being in force.

.....

Signature of applicant

.....

Date

Endorsement of the committee.

.....

Co-ordinator / Secretary

.....

Date

