

# CONSTITUTION TRIUMPH SPORTS OWNERS ASSOCIATION (ECURIE TRIUMPH) OF AUSTRALIA (NSW BRANCH) INC

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**TRIUMPH SPORTS OWNERS ASSOCIATION (ECURIE TRIUMPH)  
OF AUSTRALIA (NSW BRANCH) INC**

**PART 1-OBJECTS**

**NAME**

The name of the Association is Triumph Sports Owners Association (Ecurie Triumph) of Australia (NSW Branch) Inc. The Association's title will be abbreviated to TSOA (NSW) Inc. and hereinafter be referred to as TSOA (NSW) Inc. or the Association.

**1. PRIMARY OBJECTS**

The primary objects of the Association are: -

- a. To promote, foster and encourage the acquisition, ownership, preservation and use of Triumph cars
- b. To encourage member participation in social activities, motor sport and to promote motor sporting events within TSOA (NSW) Inc.

**2. SUPPLEMENTARY OBJECTS**

The supplementary objects of the Association are: -

- a. To associate or affiliate with the Confederation of Motor Sports (CAMS), acknowledge its constitution and observe its national competition rules.
- b. To promote courtesy and safety on the roads and friendship among owners of Triumph motor vehicles.
- c. To conduct meetings whereby the members may obtain information enabling them to maintain a high standard of efficiency in their vehicles as well as improving their driving ability.
- d. To associate or affiliate with any other Organisation or Association whose objectives are compatible with the objectives of TSOA (NSW) Inc. for the benefit of the members of the Association.
- e. To take an active interest in and undertake action where necessary to protect the rights of Triumph motor vehicle owners in particular and old vehicle owners in general in respect to any proposal for the restrictions on the use of older vehicles.
- f. To offer members of the Association holding "Open Competition" licences a subgroup within the Association such as "Ecurie Triumph", 'Triumph Saloon Racing' and any future competition group under which to compete in motor sports.
- g. To offer members holding limited speed competition licences, competition in timed events such as CSCA SuperSprints, hill climbs, motorkhana and other events that require speed insurance.
- h. To participate in the annual National Meeting with TSOA's from other states. To organise, underwrite and deliver the National Meeting program when the event is due to be sponsored by NSW

## **PART 2-CONDITIONS**

### **3. MEMBERSHIP**

- a. **Full membership** shall be open to all owners and partners of owners of Triumph cars provided that the nominated vehicle retains the original body shape. Other manufactured Triumph derivatives will be considered by the committee on application (e.g. Swallow Doretti, Italia, Dove GT4).
- b. **Family membership** shall be offered at a discount to all family members living at the same address as a full member. Family members shall have all the benefits of full membership except for the receiving of any periodicals published by the Association.
- c. **Social Membership** is available to any person wishing to join the Association who is not eligible for Full Membership. The number of social members is not to exceed 15% of the total membership.
- d. **Life Membership**, the Association may bestow life membership on a member by unanimous vote of the Committee.

### **4. APPLICATION FOR MEMBERSHIP**

#### **a. Full Membership**

An application by a person for membership of the association:

- 1) 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
- 2) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- 3) Upon payment of fees as set out by the Committee under these rules, the applicant is accepted as a member of the Association

#### **b. Social Membership**

An application by a person for social membership of the association:

- 1) 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
- 2) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- 3) 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.
- 4) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
  - (b) if the committee 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.

#### **c. Life Membership**

A person can be nominated for Life Membership of the Association by any existing financial full member. To be eligible for Life Membership a member must have to their record a minimum of five (5) years

outstanding service to the Association. The nomination is to be made in writing for the consideration of the Committee and must be accepted by a unanimous decision of the Committee before Life Membership can be bestowed. Life Members shall be presented with a gold badge and receive all the benefits of the Club.

## **5. RIGHTS OF MEMBERS**

- a. The right to hold the position of President or Vice President shall only be open to full, family, or life members.
- b. Apart from the rights reserved in rule 5a, all members shall have the right to address any issue at general meetings and to vote on any motion put before the membership and to hold any other committee or non-committee position.
- c. Notwithstanding 5b, only full, family or life members may vote on alterations to the Constitution.
- d. Life members shall have the same rights as a financial full member and be exempted from the payment of all fees including capitation fees.

## **6. MEMBERSHIP CLASSIFICATION**

- a. An existing member's classification shall only be changed at the beginning of each calendar year. A financial full member who ceases to own a nominated Triumph car shall retain their full membership until 31st December of that year. (Note: This is to enable a member serving on committee to retain that position to end if their term thereby ensuring minimal disruption to the operation of the Club).
- b. An application for Social membership by any former full member shall be accepted by the Committee where this application is a continuation of the person's membership. They are not required to reapply or have their membership reconsidered by the Committee while ever their dues are paid.

## **7. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the Association if the person: -

- a. Dies, or
- b. Is expelled from the Association, or
- c. Resigns their membership or
- d. Fails to pay the annual membership fee under clause 12 b. within 3 months after the fee is due.
- e. This period may be extended by the committee in extenuating circumstances

## **8. TRANSFER OF MEMBERSHIP ENTITLEMENTS**

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 upon cessation of the persons membership.

## **9. RESIGNATION OF MEMBERSHIP**

- a. 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.
- b. If a member of the association ceases to be a member under subclause 9 a., 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.
- c. No refund of residual fees will be given for resignations or cessation of membership.
- d. A member will be deemed to have resigned if any or all sums owed to the Association remain unpaid for a period of greater than 90 days. The Committee may reinstate a member to the register of members upon payment of all outstanding fees and any penalty or administrative charge as determined by the Committee.

## **10. REGISTER OF MEMBERS**

- a. The Secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- b. The register of members must be kept in New South Wales:
  - 1) At the main premises of the association, or
  - 2) At the home of a nominated club member

## **11. MEMBER'S 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 Rule (12)

## **12. FEES, SUBSCRIPTIONS, ETC.**

- a. A member of the association must, on admission to membership, pay to the association a joining fee as determined by the committee.
- b. A member must pay an annual fee by the first day of the membership year as determined by the committee.
- c. In the first year of membership, the annual fee may be varied by the committee for members joining later in the year.

## **13. DISCIPLINING OF MEMBERS**

- a. A complaint may be made to the committee by any member about another member of the association who:
  - 1) has refused or neglected to comply with a provision or provisions of this constitution, or
  - 2) has wilfully acted in a manner prejudicial to the interests of the association.
- b. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- c. If the committee decides to deal with the complaint, the committee:
  - 1) must cause notice of the complaint to be served on the member concerned, and

- 2) 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
  - 3) must take into consideration any submissions made by the member in connection with the complaint.
- d. 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 and the expulsion or suspension is warranted in the circumstances.
  - e. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
  - f. The expulsion or suspension does not take effect:
    - 1) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
    - 2) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 13, whichever is the later.

#### **14. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- a. A member may appeal to the association in general meeting against a resolution of the committee under clause 13, within 28 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. 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.
- c. On receipt of a notice from a member under subclause 14 a., the secretary must notify the committee, which is to convene a general meeting of the association to be held within 45 days after the date on which the secretary received the notice.
- d. At a general meeting of the association convened under subclause 14 c.
  - 1) no business other than the question of the appeal is to be transacted, and
  - 2) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - 3) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. The appeal is to be determined by a simple majority of votes cast by members of the association.

## **PART 3- COMMITTEE STRUCTURE AND RESPONSIBILITIES**

### **THE COMMITTEE**

#### **15. POWERS OF THE COMMITTEE**

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

- a. is to control and manage the affairs of the association, and
- b. may exercise all the functions that 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. has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

#### **16. COMPOSITION AND MEMBERSHIP OF COMMITTEE**

- a. The committee is to consist of:
  - 1) the office-bearers of the association, and
  - 2) The Motor Sport Director (formerly competition secretary)
  - 3) at least 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 16.

Note: Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- b. The Office-Bearers of the association are as follows:
  - 1) the President,
  - 2) the Vice-President,
  - 3) the Treasurer,
  - 4) the Secretary.
- c. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
  - 1) The President may only hold that particular office for no more than four consecutive years.
  - 2) Except for President, a committee member or office bearer may hold office for any number of terms.
  - 3) Each member of the committee is, subject to this constitution, to hold office for the following calendar year, and is eligible for re-election.
- d. The President of the Association must at all times meet the following requirements:
  - 1) Have been a full financial member of the Association for at least the two years prior to standing for election, and;
  - 2) Have performed at least one year of service on the Committee.
- e. Each member of the Committee shall, subject to these rules, hold office from the 1st day of the New Year following the annual general meeting. New Committee members shall be entitled to attend any Committee meetings held between their election and assumption of office. At these meetings they may take part in any discussion of business but may not vote on any resolution raised.

- f. 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 a member so appointed shall hold office, subject to these rules, until the conclusion of the calendar year.
- g. The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting:
  - 1) Shall control and manage the affairs of the Association.
  - 2) 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
  - 3) 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.

## **17. ELECTION OF COMMITTEE MEMBERS**

- a. Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - 1) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - 2) must be delivered to the secretary of the association at least 30 minutes before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - 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 there is more than one nomination for a position, a ballot shall be held.
  - 7) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
  - 8) 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
  - 9) 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 a member so appointed shall hold office, subject to these rules, until the conclusion of the calendar year.

## **18. SECRETARY**

- a. The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- b. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - 1) all appointments of office bearers and members of the Committee
  - 2) The names of members of the Committee present at a Committee meeting or a general meeting; and
  - 3) All proceedings at Committee meetings and general meetings
  - 4) Minutes of proceedings at a meeting shall be signed by the chairperson of the next succeeding meeting.

- 5) the signature of the chairperson may be transmitted by electronic means for the purposes of subclause 18 c.
- 6) the Secretary of the Association shall act in all ways required under the Act as the Public Officer of the Association.
- 7) It is the duty of the Secretary to ensure that an up to date register of members and register of By-laws as set out in these rules is maintained.

## **19. TREASURER**

- a. It is the duty of the Treasurer of the Association to ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made.
- b. Correct books of account 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. The Treasurer is required to present all accounts for an audit by an independent and suitably qualified person appointed by the Committee on an annual basis.
- d. The resignation of a Treasurer from the Committee will not be accepted until a satisfactory report has been received regarding the accounts from the official auditor.

## **20. CASUAL VACANCIES**

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- a. Dies;
- b. Ceases to be a member of the Association;
- c. Becomes 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;
- e. is removed from office under clause 20; 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.

## **21. REMOVAL OF COMMITTEE MEMBERS**

- a. The association by special resolution may remove any member of the committee from the office of member before the expiration of the member's term of office and may by special resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b. If a member of the committee to whom a proposed resolution referred to in subclause 21 a, 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 so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. COMMITTEE MEETINGS AND QUORUM**

- a. The Committee shall meet at least 10 times in each period of 12 months, at such place and time as the Committee may determine.
- b. Additional meetings of the Committee may be convened by the President or by any member of Committee.
- c. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- d. Notice of the meeting given under subclause 22 c, shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- e. Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee provided that at least 2 of the President, Vice President, Secretary or Treasurer, are present.
- f. No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- g. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- h. At a meeting of the Committee:
  - 1) The President or, in the President's absence, the Vice President shall preside; or
  - 2) 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 shall preside.

## **23. USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

- a. 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.
- b. 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.

## **24. FORMULATION AND MAINTENANCE OF BY-LAWS**

- a. The Committee of the Association shall be responsible for the framing of any By-Laws which may appear necessary for the proper management of the Association.
- b. A By-Law will require acceptance by a two-thirds majority of the Committee to come in effect.
- c. A By-Law accepted by the Committee of the Association shall be presented to the general membership at the first general meeting of the Association after the Committee has voted. The new By-Law will come into effect 30 days from this date.
- d. The Committee shall maintain a register of all By-Laws. By no later than the second Committee meeting of each year, the Committee shall review and revise or delete any Bylaw as considered necessary.
- e. Any By-Law that it is proposed to revise or delete will require a two-thirds majority of the Committee before this action is taken. The By-Law register is to be amended accordingly.
- f. The details of all revisions or deletions are to be presented to the general membership of the Association as in rule (23.3). The register of By-Laws 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.

## **25. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- a. 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 -
  - 1) This power of delegation; and
  - 2) a function which is a duty imposed on the Committee by the Act or by any other law.
  - 3) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
  - 4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
  - 5) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
  - 6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
  - 7) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
  - 8) A sub-committee may meet and adjourn as it thinks proper.

## **26. VOTING AND DECISIONS**

- a. Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting except where specified differently in these rules.
- b. 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 rule (22.5), the Committee may act notwithstanding any vacancy on the Committee.
- c. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

## **PART 4 MEETINGS**

### **27. CALL OF, AND BUSINESS AT ANNUAL GENERAL MEETING**

- a. With the exception of the first annual general meeting of the Association, the Association shall convene an annual general meeting of its members as near as possible to the October general meeting
  - 1) The Association shall hold its first annual general meeting within the period of 18 months after its incorporation under the Act.
  - 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:
    - 1) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
    - 2) to receive from the committee reports on the activities of the association during the last preceding financial year,
    - 3) to receive and consider any financial statement or report required to be submitted to members under the Act.
    - 4) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **28. CALLING OF SPECIAL GENERAL MEETINGS**

- a. The Committee may, whenever it thinks fit, convene a special general meeting of the Association. 2) The Committee shall, on the requisition in writing of not less than 15 per cent of the total membership, convene a special general meeting of the Association.
- b. A requisition of members for a special general meeting:
  - 1) Must be in writing
  - 2) Shall state the purpose or purposes of the meeting;
  - 3) Shall be signed by the members making the requisitions;
  - 4) Shall be lodged with the Secretary; and
  - 5) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- c. If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, anyone 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.
- d. A special general meeting convened by a member or members referred to in rule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- e. For the purposes of subclause 28 a.:
  - 1) a requisition may be in electronic form, and
  - 2) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **29. NOTICE**

- a. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association no notice of the regular general meeting need be given.
- b. A general meeting shall be held on a nominated day and time (as set by Committee from time to time) of every month. The venue is to be set from time to time by the Committee.
- c. Where the nature of any business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding

of the general meeting, make every attempt to provide to all, a notice specifying the place, date and time of the meeting and the Intention to propose the resolution as a special resolution as part of the business proposed to be transacted at the meeting.

- d. No business requiring a special resolution other than that specified in the notice convening the general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may transacted pursuant to rule 29 (3).
- e. A member desiring to bring business before a general meeting requiring a special resolution 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.

### **30. QUORUM FOR GENERAL MEETINGS**

- a. No item of business requiring a special resolution shall be transacted at a general meeting unless a quorum of members entitled to vote under these rules is present during the time the meeting is considering that item.
- b. 10% of financial members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c. 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) at the same place.
- d. 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 9) shall constitute a quorum.

### **31. PRESIDING MEMBER**

- a. The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- b. If the President and the Vice-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.

### **32. ADJOURNMENT**

- a. 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.
- b. Where a general meeting is adjourned for 14 days or more, the Secretary shall make every attempt to give notice orally or by email or other means of the adjournment 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.
- c. Except as provided in rules (a) and (b) above, 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.

### **33. MAKING OF DECISIONS**

- a. A question arising at a general meeting of the association is to be determined by:

- 1) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the committee may determine, or
  - 2) 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.
- b. 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.
  - c. Subclause 33 b. applies to a method determined by the committee under subclause 33 a. in the same way as it applies to a show of hands.
  - d. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34. SPECIAL RESOLUTION**

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

### **35. VOTING**

- a. Upon any question arising at a general meeting of the Association a full, family, life or social financial member has one vote only.
- b. All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- c. 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.
- d. A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

### **36. APPOINTMENT OF PROXIES**

- a. Each full, family, life or social financial member shall be entitled to appoint another member a proxy by notice given to the Secretary no later than 30 minutes before the time of the meeting in respect of which the proxy is appointed.
- b. The notice appointing the proxy shall be in the form set out in Appendix 1 of these rules.

### **37. POSTAL OR ELECTRONIC BALLOTS**

- a. 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 13).
- b. A postal or electronic ballot is to be conducted in accordance with Section 39, Schedule 3 to the Regulation.

## **PART 5 MISCELLANEOUS**

### **38. INSURANCE**

The Association shall effect and maintain insurance.

### **39. FUNDS-SOURCE**

- a. The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in a general meeting, such other sources as the Committee determines.
- b. All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

### **40. FUNDS-MANAGEMENT**

Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.

### **41. ASSOCIATION IS NON PROFIT**

- a. 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.
- b. All cheques, drafts, bills of exchange, promissory notes, direct credit and debit and other negotiable instruments shall be authorised by any 2 of the President, Secretary, Treasurer or other authorised committee member.

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

### **42. DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION**

- a. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- b. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

### **43. CHANGES OF NAME, OBJECTS AND CONSTITUTION**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

### **44. CUSTODY OF BOOKS ETC**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- a. at the main premises of the association; and or
- b. in the custody of the public officer or a member of the association (as the committee determines).

#### **45. INSPECTION OF BOOKS, ETC**

- a. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - 1) records, books and other financial documents of the association,
  - 2) this constitution,
  - 3) minutes of all committee meetings and general meetings of the association.
- b. A member of the association may obtain a copy of any of the documents referred to in subclause 45 a, on payment of a fee of not more than \$1 for each page copied.
- c. Despite subclauses (a.) and (b.), 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.

#### **46. SERVICE OF NOTICES**

- a. For the purpose of this constitution, a notice may be served on or given to a person:
  - 1) by delivering it to the person personally, or
  - 2) by sending it by pre-paid post to the address of the person, or
  - 3) 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.
- b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - 1) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - 2) 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
  - 3) 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

#### **47. FINANCIAL YEAR**

The financial year of the association is: 1st July till 30th June the following year

19<sup>th</sup> June 2019

## **Appendix A**

### **Form of Proxy**

I,....., being a financial member of the TSOA (NSW), appoint for the  
AGM to be held on .....

..... (being a financial member of the TSOA NSW) to hold my proxy  
vote in respect of the election of the Committee or to vote in accordance with my nominations below.

Signed..... Date.....

## **Appendix B**

### **Section 28 - ASSOCIATIONS INCORPORATION ACT 2009 - SECT 28 Committee to be established**

#### **Committee to be established**

(1) An association must establish a committee to manage its affairs.

Note : An association's registration is liable to be cancelled if it does not comply with this subsection.

(2) The committee must include 3 or more members, each of whom is aged 18 years or more and at least 3 of whom are ordinarily resident in Australia.

Note : An association's registration is liable to be cancelled if its committee does not comply with this subsection.

(3) The committee may exercise such of the association's powers as are not required by this Act or its constitution to be exercised by the association in general meeting.

(4) A committee member's acts are valid despite any defect in his or her appointment.

(5) Within 14 days after vacating office, a former committee member of an association must ensure that all documents in his or her possession that belong to the association are delivered to the public officer for delivery to his or her successor.

Maximum penalty: 1 penalty unit.

## **Appendix C**

### **Section 39 - New South Wales Consolidated Acts ASSOCIATIONS INCORPORATION ACT 2009 - SECT 39 Voting on special resolutions**

(1) A resolution is passed by an association as a "special resolution":

- (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
- (b) in a postal or electronic ballot conducted by the association, or
- (c) in such other manner as the Secretary may direct,

if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal or electronic ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).