

# Constitution

## **Australian Professional Skaters' Association Incorporated**

Incorporation No: INC9887205

Under the Association's Incorporated Act 2009 (NSW)

And the

Associations Incorporation Regulation 2016 (NSW)



# **APSA**

## **Australian Professional Skaters' Association**

Approved by the committee: 29th February 2020  
Registered by NSW Fair Trading: 4th May 2020

## Contents

|  |           |
|--|-----------|
| <b>Part 1 Preliminary</b>  | <b>3</b>  |
| 1 Definitions  | 3         |
| 2 Name   | 4         |
| 3 Objects  | 4         |
| <b>Part 2 Membership</b>   | <b>5</b>  |
| 4 Membership of the Association  | 5         |
| 5 Application for membership   | 5         |
| 6 Cessation of membership  | 6         |
| 7 Membership entitlements not transferable   | 6         |
| 8 Resignation of membership  | 6         |
| 9 Register of Members  | 6         |
| 10 Fees and subscriptions  | 7         |
| 11 Members' liabilities  | 7         |
| 12 Resolution of disputes  | 7         |
| 13 Disciplining of Members   | 8         |
| 14 Right of appeal of disciplined Member   | 9         |
| <b>Part 3 The committee</b>  | <b>10</b> |
| 15 Powers of the Committee   | 10        |
| 16 Composition and membership of Committee   | 10        |
| 17 Election of Committee members   | 11        |
| 18 Secretary   | 11        |
| 19 Treasurer   | 12        |
| 20 Casual vacancies  | 12        |
| 21 Removal of Committee members  | 12        |
| 22 Committee meetings and quorum   | 13        |
| 23 Appointment of committee member of a Member as a<br>Committee member to constitute a quorum | 14        |
| 24 Use of technology at Committee meetings   | 14        |
| 25 Delegation by Committee to sub-committee  | 15        |
| 26 Delegates to Ice Skating Australia Incorporated   | 15        |
| 27 Voting and decisions  | 15        |
| 28 Remuneration of Committee Members   | 15        |
| 29 Information about Committee Members Remuneration  | 15        |
| <b>Part 4 General meetings</b>   | <b>16</b> |
| 30 Annual general meetings - holding of  | 16        |
| 31 Annual general meetings - calling of and business at  | 16        |
| 32 Special general meetings - calling of   | 16        |

|                             |   |           |
|-----------------------------|---|-----------|
| 33                          | Notice  | 17        |
| 34                          | Quorum for general meetings                           | 17        |
| 35                          | Presiding member                                      | 18        |
| 36                          | Adjournment   | 18        |
| 37                          | Making of decisions                                   | 18        |
| 38                          | Special resolutions                                   | 19        |
| 39                          | Voting  | 19        |
| 40                          | Proxy votes not permitted                             | 19        |
| 41                          | Postal or electronic ballots                          | 19        |
| 42                          | Use of technology at general meetings                 | 20        |
| <b>Part 5 Miscellaneous</b> |   | <b>20</b> |
| 43                          | Insurance   | 20        |
| 44                          | Funds - source  | 20        |
| 45                          | Funds - management                                    | 20        |
| 46                          | Association is non-profit                             | 20        |
| 47                          | Distribution of property on winding up of association | 21        |
| 48                          | Change of name, objects and Constitution              | 21        |
| 49                          | Custody of books etc                                  | 21        |
| 50                          | Inspection of books etc                               | 21        |
| 51                          | Service of notices                                    | 22        |
| 52                          | Financial year  | 22        |
|                             | Appendix A  | 23        |

## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

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

**secretary** means:

(a) the person holding office under this constitution as secretary of the association,  
or

(b) if no 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 Associations Incorporation Act 2009.

**the Regulation** means the Associations Incorporation Regulation 2016.

**the ASC** means the Australian Sports Commission

**ISA** means Ice Skating Australia Inc.

**the Association** means the Australian Professional Skaters' Association Inc. (APSA)

**bylaws** means the rules and regulations enacted by the Association from time to time to provide a framework for its operation and management.

**financial year** means the 12 month period used to calculate the Association's budget, profits and losses.

**disputes** means any conflict or disagreement

**Office Bearers** means the President, Vice President, Secretary and Treasurer

(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.

## **2 Name**

The name of the Association is the “Australian Professional Skaters’ Association Incorporated” hereinafter called the “Association”.

## **3 Objects**

The objects of the Association are:

- (a) to join together in a responsible national association, all State / Territory professional ice figure skaters’ organisations within Australia;
- (b) to promote and maintain harmonious understandings and good working relations with ISA and other recognised National and International skating organisations;
- (c) to promote and maintain a high standard of ethical and professional conduct and skill among members of the State members;
- (d) to promote and safeguard the general welfare and economic security of members of the State Members;
- (e) to provide members of State Members with information and educational opportunities that will enable their advancement within the sport;
- (f) to advance and protect the general interests and accomplishments of State / Territory Members and to encourage and advance ice figure skating in all its branches, and;
- (g) to do all such things as are conducive or incidental to the attainment of the above objects or any of them.

## **Part 2      Membership**

### **4      Members of the Association**

(1) Members of the Association shall be:

- (a) Members as adopted at the time of incorporation, and;
- (b) Any organisations that are appointed under this Constitution.

(2) An organisation is a member if it was a member of the Association as at 1 January 2020 as set out in Appendix A.

(3) Each Member shall be bound by this Constitution and the decisions made by the Association. Members shall be obliged to ensure that the members of their associations comply with any such decisions.

### **5      Application for membership**

(1) An application by a State or Territory for membership of the Association:

- (a) may only be considered where that State or Territory does not already have an APSA member association.
- (b) 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
- (c) must be lodged (including by electronic means, if the Committee 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 Committee, which is to determine whether to approve or to reject the application.

(3) 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.

(4) The Secretary must, on payment by the applicant of the amounts referred to in sub clause (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.

## **6 Cessation of membership**

A Member ceases to be a Member of the Association if they:

- (a) resign membership, or
- (b) is expelled from the Association, or
- (c) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due.

## **7 Membership entitlements not transferable**

A right, privilege or obligation which a Member has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another Member, and
- (b) terminates on cessation of the Member's membership.

## **8 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 sub clause (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.

## **9 Register of Members**

- (1) The Secretary must establish and maintain a register of Members of the Association which will be recorded electronically and kept in NSW.
- (2) Members are all State or Territory Professional Ice Skater associations and as such, the register must include the following particulars for each Member:
  - (a) the full name of each Member;
  - (b) the postal address of the Member;

- (c) the date of admission as a Member;
- (d) the date of resignation of the Member;
- (e) details about the termination or reinstatement of membership of the Member;
- (f) any other particulars the Committee or the Members at a general meeting decide.
- (g) any other particulars that may be required to be recorded to comply with the Act or the Regulations from time to time.

3. The register must be open for inspection by a member of a Member of the Association at all reasonable times free of charge.
4. A Member must contact the secretary to arrange an inspection of the register.
5. The electronic register must be convertible to hard copy.
6. A Member may request a copy of the Register and the Secretary may charge a fee of no more than \$1.00 per page to copy the register. The copy may be transmitted by email if so requested and no fee is payable.

## **10 Fees and subscriptions**

- (1) A Member of the Association must, on admission to membership, pay to the Association a fee at the rate of \$30 per member of that Member or, if some other amount is determined by the Committee, that other amount as recorded in the Associations By-laws;
- (2) In addition to any amount payable by the Member under sub clause (1), a Member of the Association must pay to the Association an annual membership fee at the rate of \$30 per member of that Member or, if some other amount is determined by the Committee, that other amount:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the Association in each calendar year, or
  - (b) if the Member becomes a Member on or after the first day of the financial year of the Association in any calendar year—on becoming a Member and before the first day of the financial year of the Association in each succeeding calendar year.

## **11 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.

## **12 Resolution of disputes**

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Association, should first be attempted to be resolved between the parties. In the event no resolution is reached, it is to be referred to the Association.
- (2) A dispute between a Member or Members and the Association, should first be attempted to be resolved between the parties. In the event no resolution is reached, it is to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute under clause 12(2) is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (4) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **13 Disciplining of Members**

- (1) A complaint about a Member may be made to the Committee by any member of a Member who:
  - (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.
- (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, 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.
- (5) 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 12.

- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12, whichever is the later.
- (7) In the event of the expulsion or suspension as referred to in sub clause (4) the Association may by resolution appoint a caretaker committee as prescribed in the Association By-laws;
- (8) The Association must maintain an up to date Member Protection Policy that includes Policies and Procedures for disciplining of Members.

#### **14 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 13, 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 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 sub clause (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 sub clause (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, 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.

## Part 3 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, including but not limited to the making and adopting of By-laws, Policies, Rules and Regulations.

### 16 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.

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

(2) The total number of Committee members is to be 7.

(3) The Office-Bearers of the Association are as follows:

- (a) the President,
- (b) the Vice-President,
- (c) the Treasurer,
- (d) the Secretary.

(4) A Committee member may hold up to 2 offices (other than both the offices of President and Vice-President).

(5) There is no maximum number of consecutive terms for which a Committee member may hold office.

(6) Each elected member of the Committee is, subject to this Constitution, to hold office for two years until the conclusion of the second annual general meeting following the date of the member's election, and is eligible for re-election.

## **17 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 2 members of a Member of the Association, who must be Full and / or Senior financial members and must be at least 18yrs of age 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 14 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 any usual and proper manner that the committee directs.
- (7) Only a Full and / or Senior financial member of a Member can vote for the election of Office Bearers and Committee members of the Association for any ballot;
- (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 full member of a Member.

## **18 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 address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (3).

## **19 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.

## **20 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 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 a State or Territory Member association, or
  - (c) is or 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 17, 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**

- (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 sub clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not 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**

- (1) The Committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub clause (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.
- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the committee;
- (6) 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.
- (7) 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.
- (8) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside, or
  - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

**23 Appointment of a committee member of a Member as Committee member to constitute quorum**

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a committee meeting, the existing Committee members may appoint a sufficient number of members of State and or Territory Member associations as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

**24 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.

**25 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 Member 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 un-revoked, 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.

## **26 Delegates to Ice Skating Australia Incorporated**

Delegates shall be appointed by the Committee as soon as possible after the date of the Annual General Meeting to represent the Association as observers at the Annual General Meeting of ISA.

## **27 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 22 (5), 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.

## **28 Remuneration of Committee members**

(1) The Committee members may be paid remuneration that the Committee determines by resolution. Payments to the Committee members must be made in the best interest of APSA and in the furtherance of APSA's purpose. Any payment approved must be reasonable and made in good faith.

## **29 Information about Committee members remuneration**

Members may obtain information about Committee members remuneration

(1) Remuneration of Committee members must be included in the yearly financial report and listed by the member's name.

## **Part 4      General meetings**

### **30      Annual general meetings - holding of**

- (1) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's Financial Year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **31      Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that 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 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 that type of meeting in the notice convening it.

### **32      Special general meetings - calling of**

- (1) A Committee member may request the President to convene a special general meeting of the Association.
- (2) At the request of the majority of the Members the President must convene a special general meeting of the Association.
- (3) A request for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the President 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, any one or more of the Committee members who made the requisition in sub-clause (1) 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 Committee member(s) as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) For the purposes of sub clause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **33 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 sub clause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.

- (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 29 (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.

### **34 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) There must be at least 5 Committee members present to 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 Committee members present (being at least 3) are to constitute a quorum.

### **35 Presiding member**

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

### **36 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.

### **37 Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by:

- (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, 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) Sub clause (2) applies to a method determined by the Committee under sub clause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

### **38 Special resolutions**

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

### **39 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 representative is under 18 years of age.

### **40 Proxy votes not permitted**

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

### **41 Postal or electronic ballots**

- (1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **42 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.
- (2) A Member of an Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **Part 5 Miscellaneous**

#### **43 Insurance**

The Association must effect and maintain insurance.

#### **44 Funds - source**

- (1) The funds of the Association are to be derived from joining fees and affiliation fees of Members, donations, accreditation courses, seminars, and subject to any resolution passed by the Association in general meeting, any other sources that 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 or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **45 Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All monetary transactions must be made in accordance with the by-laws of the Association.

#### **46 Association is non-profit**

Subject to the Act and the Regulation and this Constitution, the Association must apply its funds and assets solely in pursuance of the objects of the Association.

#### **47 Distribution of property on winding up of Association**

- (1) 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.
- (2) 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.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

#### **48 Change of name, objects and Constitution**

An application for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

#### **49 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, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

#### **50 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 sub clause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

## **51 Service of notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person or Member :
  - (a) by delivering it to the person or Secretary or President of the Member personally, or
  - (b) by sending it by pre-paid post to the address of the person or Member, or
  - (c) by sending it by any form of electronic transmission to an address specified by the person or Member 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 electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **52 Financial year**

The financial year of the association is:

1st January to 31st December in the same calendar year upon registration of the 2020 Constitution by the NSW Department of Fair Trading.

## **APPENDIX A**

- (a) New South Wales Professional Skaters' Association Incorporated
- (b) Queensland Professional Skaters' Association Incorporated
- (c) South Australian Professional Skaters' Association Incorporated
- (d) Victorian Professional Skaters' Association Incorporated
- (e) Western Australian professional Skaters' Association Incorporated