

# CONSTITUTION OF THE HUNTER BIRD OBSERVERS CLUB INCORPORATED

(EFFECTIVE FEBRUARY 19, 2025)

Under the

*Associations Incorporation Act 2009*

*Associations Incorporation Regulation 2022*

*Interpretation Act 1987 No 15 (13 April 2022)*

## **Disclaimer**

This publication must not be relied on as legal advice. For more information, please refer to the appropriate legislation or seek independent legal advice.

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## Part 1 Preliminary

### Background

The *Hunter Bird Observers Group* was formed in 1976 and functioned until 1982 when it became the Hunter Bird Observers Club, which was incorporated under the *Associations Incorporation Act 1984* in 1988.

The Objectives of HBOC are.

- a) To encourage and further the study of conservation of Australian birds and their habitat
- b) To educate members and the public, encouraging an interest in Australian birds & their habitat.

### 1 Definitions

(1) In this constitution-

**Association** means the Hunter Bird Observers Club Incorporated hereinafter referred to as HBOC.

**Committee member** means an office-bearer or ordinary committee member

**Exercise a function** includes perform a duty

**Function** includes a power, authority, or duty

**Office-bearer** means a committee member who is elected to an office

**Ordinary committee member-** means a committee member who is not an office bearer

**Register of members** means the register of members maintained under clause 4.

**secretary** of the association means:

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

**special general meeting** of the association means a general meeting of HBOC other than an annual general meeting.

**subcommittee** means a subcommittee established under clause (20).

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2022*.

**Note-** *The Act and the Interpretation Act 1987* contains definitions and other provisions that affect the interpretation and application of this constitution.

- (2) **The Interpretation Act 1987** applies to this constitution as if it were an instrument made under the Act.
- (3) **Family membership** means a family unit which includes no more than two adults and any dependent children under 18 years.

## **Part 2 Members of HBOC**

### **2 Membership generally**

- (1) A person is taken to be a member of HBOC if:
  - (a) the person applied to be a member under clause 3 and the application has been approved, or
  - (b) the person was one of the individuals on whose behalf an application for registration of HBOC under the Act, section 6 (1) (a), or
  - (c) the person was-
    - (i) for an unincorporated body that is registered as the association - a member of the body immediately before the registration, or
    - (ii) for an association that was amalgamated to form the relevant association - a member of the existing association immediately before the amalgamation, or
    - (iii) for a registrable corporation registered as the association - a member of the corporation immediately before the registration.
- (2) A person who is not an individual is not eligible to be a member of HBOC.
- (3) The committee may from time to time as it sees fit provide for different classes of membership, including Patron, Junior, Single, Honorary Life and Family memberships.
- (4) The number of Honorary Life members shall be at the discretion of the Committee and those nominated shall be elected by the Annual General Meeting after appropriate Notice of Motion.
- (5) Family membership carries an entitlement of one vote.

### **3 Application for membership**

- (1) An application by a person for membership of HBOC:
  - (a) 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
  - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of HBOC and must be accompanied by the prescribed membership fee.
- (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) give the applicant written notice of the decision (including by email or other electronic means, if the committee so determines) and
  - (b) return the membership payment within 28 days if the committee rejects the application.
- (4) The secretary must, enter or cause to be entered the applicant's name in the register of members as soon as practicable and, on the name being so entered, the applicant becomes a member of HBOC.

#### **4 Register of members**

- (1) The secretary must establish and maintain a register of members of HBOC (whether in written or electronic form) specifying the full name and postal, residential or email address of each person who is a member of HBOC together with the date on which the person became a member and if the person ceases to be a member, the date on which the person ceased to be a member, and
- (2) The register of members must be kept in New South Wales:
  - (a) at the premises of the HBOC secretary and
  - (b) at HBOC's official address, and
  - (c) must be available for inspection, free of charge, by members of HBOC at a reasonable time, and
  - (d) if kept in electronic form, must be able to be converted to hard copy.
- (3) Information about a member, other than the members name, must not be made available for inspection, if the member requests that the information not be made available.
- (4) A member of HBOC may obtain a copy of members names from the register on payment of a fee of not more than \$1 for each page copied.
- (5) A member must not use information about a member obtained from the register to contact or send material to the member, unless-
  - (a) the information is used to send the member-
    - I. a newsletter, or
    - II. a notice for a meeting or other event relating to HBOC, or
    - III. other material relating to HBOC, or
  - (b) it is necessary to comply with the requirements of the Act or the Regulation.

#### **5 Fees and subscriptions**

- (1) A member of HBOC must, on application for membership, pay to HBOC a fee of \$35 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of HBOC must pay to HBOC an annual membership fee of \$35 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 January in each calendar year, or
  - (b) if the member becomes a member on or after the first day of January in any calendar year—on becoming a member and before the first day of January in each succeeding calendar year.

#### **6 Members' liabilities**

The liability of a member of HBOC to contribute towards the payment of the debts and liabilities of HBOC or the costs, charges and expenses of the winding up of HBOC is limited to the amount, if any, unpaid by the member in respect of membership of HBOC as required by clause 5.

## **7 Disciplinary actions against members**

- (1) A person may make a complaint to the committee that a member of HBOC has
  - (a) failed to comply with a provision or provisions of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of HBOC.
- (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 HBOC or suspend the member's membership of HBOC 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 8.
- (6) The expulsion or suspension does not take effect until the later of the following-
  - (a) the day the period within which the member is entitled to exercise the members right of appeal expires or
  - (b) if the member exercises the member's right of appeal within the period-, the day HBOC confirms the resolution under clause (8).

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

- (1) A member may appeal against a resolution of the committee under clause 7, by lodging a notice of appeal with the secretary within 7 days of being served a notice of resolution.
- (2) The member may include with the notice of appeal, a statement of the grounds on which the member intends to reply for the purposes of the appeal.
- (3) The secretary must notify the committee, that the secretary has received a notice of appeal.
- (4) If notified that a notice of appeal has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting-
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member and the committee must be given the opportunity to state the members case orally or in writing, or both, and

- (c) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members of HBOC.

## **9. Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation.
  - a) A dispute between 2 or more members (in their capacity as members) of HBOC, or
  - b) a dispute between 1 or more members and HBOC
- (2) If a dispute is not resolved by mediation within 3 months of being referred to a Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **10. Membership entitlements not transferable**

A right, privilege, or obligation that a person has by reason of being a member of HBOC:

- (a) cannot be transferred to another person, and
- (b) terminates on cessation of the person's membership.

## **11. Resignation of membership**

- (1) A member of HBOC may resign from membership of HBOC by giving 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
- (2) The member ceases to be a member on the expiration of the period of notice.

## **12. Cessation of membership**

A person ceases to be a member of HBOC if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from HBOC, or
- (d) fails to pay the annual membership fee under clause 5 (2) within 3 months after the due date.

## **Part 3 The committee**

### **13 Functions of the committee**

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

- (a) is to control and manage the affairs of HBOC, and
- (b) may exercise all the functions that may be exercised by HBOC, other than those functions that are required by this constitution to be exercised by a general meeting of members of HBOC, and

- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of HBOC.

#### **14 Composition, terms of office and membership of committee**

- (1) The committee must have at least 7 members, as elected in accordance with Clause 15, consisting of-
  - (a) the office-bearers of HBOC, and
  - (b) no more than 6 ordinary committee members, each of whom is to be elected at the annual general meeting of HBOC 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 no more than 10.
- (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 limit on the number of consecutive terms for which a committee member may hold office.
- (6) A member is eligible, if otherwise qualified for re-election.
- (7) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.

#### **15 Election of committee members**

- (1) Any member of HBOC may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) Nominations of candidates for election as office-bearers of HBOC or as ordinary committee members:
  - (a) must be made in writing, signed by 2 members of HBOC and accompanied by the written consent of the candidate to the nomination (which may be endorsed on the form of the nomination), and
  - (b) must be given to the secretary of HBOC at least 7 days 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 a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations, must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held in the way directed by the committee.

## **16 Vacancies in office**

- (1) 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 HBOC, or
  - (c) resigns office by written notice given to the secretary, or
  - (d) is removed from office by HBOC under this clause, or
  - (e) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) 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.
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) HBOC in general meeting may, by resolution-
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of HBOC to hold office for the balance of the committee members term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may-
  - (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each member of HBOC at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) if the committee fails to send a copy of a statement under subclause (3) (a) to each member, the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of HBOC to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **17 Secretary**

- (1) As soon as practicable after being elected as secretary, the secretary must lodge notice with HBOC, specifying the secretary's address.

- (2) The secretary must keep minutes of:
  - (a) all elections of committee members, and
  - (b) the names of committee members present at a meeting of the committee or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes must be –
  - (a) kept in written or electronic form, and
  - (b) for the minutes of proceedings at a meeting, signed in writing or by electronic means, by the member presiding at the meeting or by the member presiding at the subsequent meeting.

## **18 Treasurer**

The treasurer of HBOC must ensure:

- (1) all money owed to HBOC is collected and
- (2) all payments authorised by HBOC are made, and
- (3) correct books and accounts are kept showing the financial affairs of HBOC, including full details of receipts and expenditure relating to the activities of HBOC.

## **19 Delegation to sub-committees**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of HBOC that the committee thinks fit), the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

**NOTE-** *The Interpretation Act 1987 section 49 deals with various matters relating to delegation.*

## **20 Committee meetings**

- (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 called by any committee member.

## **21 Notice of Committee Meeting**

- (3) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours (or any other period that may be unanimously agree before the time the meeting is due to commence.
- (4) Notice of a meeting must describe the general nature of the business to be transacted at the meeting and is the only business to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree is urgent business.

## **22 Quorum**

- (5) The quorum for a meeting of the committee is 4 committee members.
- (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) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more HBOC members as committee members to enable the quorum to be constituted.
- (9) A committee member appointed under subclause 8, holds office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (10) This clause does not apply to the filling of a casual vacancy to which clause 16 applies.

## **23 Presiding Committee Member**

- (11) The following committee member presides at a meeting of the committee-:
  - (a) the president or,
  - (b) in the president's absence, the vice-president, or
  - (b) if the president and the vice-president are absent, 1 of the members present at the meeting, as elected by the other members.
  - (c) The member presiding at the meeting has a deliberative vote and in the event of equality of votes- a second or casting vote.

## **24 Voting**

- (12) A decision supported by a majority of the votes cast at a meeting of the committee or subcommittee at which a quorum is present is the decision of the committee or sub-committee.

## **25 Transaction of business outside meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purpose of-
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3)
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

## **Part 4 General meetings of HBOC**

### **26 Annual general meetings**

- (1) HBOC must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) HBOC must hold subsequent annual general meetings within-
  - (a) 6 months after the last day of the association's financial year, or
  - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)
    - (b)
- (3) Subject to the Act and subclauses (1) and (2), the Annual General Meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following-
  - (a) confirming the minutes of the previous annual general meeting and of any special general meeting held since the previous annual general meeting,
  - (b) to receiving reports from the committee on the activities of HBOC during the preceding financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of HBOC under the Act.

### **27 Special general meetings**

- (1) The committee may call a special general meeting, whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.,

- (3) The request-
  - (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 request, and
  - (d) may consist of more than 1 documents in a similar form, signed by 1 or more members and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to convene a special general meeting within 1 month after the request being lodged, 1 or more members who made the request, may call a special general meeting to be held within 3 months of the date the request was made.
- (5) A special general meeting held under subclause (4) must be conducted as far as practicable in the same way as a general meeting called by the committee.

## **28 Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting-
  - (a) if a matter to be determined at the meeting requires a special resolution-at least 21 days before the meeting, or
  - (b) otherwise- 14 days before the meeting.
- (2) The notice must specify-
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution- that a special resolution will be proposed, and
  - (d) for an annual general meeting- that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is-
  - (a) the business specified in the notice, and
  - (b) for an annual general meeting-business referred to in clause (26) (4)
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

## **29 Quorum for general meetings**

- (1) The quorum for a general meeting is 12 members of HBOC entitled to vote under this constitution.
- (2) No item of business is to be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences , the meeting

- (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned at the same time in the following week, and
  - (c) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but at least 3 members are present, the members present constitute a quorum.

### **30 Adjourned general meetings**

- (1) The member presiding at a general meeting may, with the consent of the majority of members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of-
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **31 Presiding member at a general meeting**

- (1) The following member presides at a general meeting-
  - (a) The president
  - (b) If the president is absent- the vice-president
  - (c) If both the president and vice-president are absent- 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has-
  - (a) A deliberative vote, and
  - (b) In the event of an equality of votes- a second or casting vote.

### **32 Voting at a general meeting**

- (1) A member is not entitled to vote at a general meeting unless the member-
  - (a) at least 18 years of age
  - (b) has paid all money owed by the person to HBOC
- (2) Each member has 1 vote, except as provided by clause 31 (2) (b)
- (3) A question arising at a general meeting of HBOC must be decided by-
  - (a) a show of hands or,
  - (b) if the meeting is one to which clause 34 applies, any appropriate method as determined by the committee, or
  - (c) a written ballot, but only if-
    - I. the member presiding at the meeting moves that the question be decided by ballot, or

- II. at least 5 members agree the question should be determined by ballot.
- (4) If the question is decided using a method referred to in subclause (3) (a) or (b) either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using this method-
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the HBOC minutes.
- (5) A written ballot, must be conducted in accordance with the directions of the member presiding
- (6) A member cannot cast a vote by proxy.

### **33 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as decided by the committee) to decide any matter or proposal (other than an appeal under clause 8).
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **34 Transaction of business outside meetings or by telephone or other means**

- (1) HBOC may transact its business by the circulation of papers, including by electronic means, among all members of HBOC.
- (2) If HBOC transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of HBOC made at a meeting of the committee.
- (3) HBOC may transact its business at a meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of HBOC for the purpose of-
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3)
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of HBOC.

## **Part 5 Administration**

### **35 Change of name, objects, or constitution**

An application for registration of a change in HBOC's name, objects or constitution made under the Act section 10 must be made by the public officer or a committee member.

### **36 Funds**

- (1) Subject to a resolution passed by HBOC at general meeting, the HBOC funds may be derived from the following sources only
  - (a) annual subscription fees paid by members
  - (b) donations

- (c) other sources as determined by the committee
- (2) Subject to a resolution passed by HBOC in general meeting, the funds, and assets of HBOC must be used to pursue the objectives of HBOC in a way that the committee determines.
- (3) As soon as practicable after receiving money, HBOC must-
  - (a) deposit the money, without deductions, to the credit of HBOC authorised deposit-taking institution account, and
  - (b) issue a receipt for the amount of money to the person from whom the money was received.
- (4) A cheque, or other negotiable instruments must be signed by 2 authorised signatories. (Authorised by the HBOC Management Committee) *The Act, section 36- provides for the appointment of authorised signatories)*
- (3) HBOC will not make any distribution, whether in money, property or otherwise to its members, except for prizes for competitions or exhibitions.
- (4) All expenses of the committee and members reasonably incurred on behalf of HBOC for stationery, printing, postage and for contracts and items expressly authorised by the committee, shall be paid out of the funds of HBOC.

### **37 Insurance**

HBOC will take out and maintain insurance as appropriate for HBOC's assets and liabilities.

### **38. Non-profit status**

Subject to the Act and the Regulation, HBOC must not conduct its affairs in a way that provides a pecuniary gain for any of its members.

### **39 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 the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given or served, unless the contrary is proved-
  - (a) for a notice given or served personally, on the date on which it is received by the person, and
  - (b) for a notice sent by pre-paid post, on the date when the notice would have been delivered in the ordinary course of post, and
  - (c) for 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.

#### **40 Custody of records and books**

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

- (1) in the custody of the public officer or a member of HBOC (as the committee determines), or
- (2) in any other committee approved storage arrangement, under the custody of the secretary or a member of HBOC (as the committee determines)

#### **41 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by a member of HBOC at any reasonable time-
  - (a) records, books and other documents relating to HBOC,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of HBOC
- (2) A member of HBOC may obtain an electronic or hard copy of any of the documents referred to in subclause (1) free of charge.
- (3) The committee may refuse to permit a member of HBOC to inspect or obtain a copy of records of HBOC that relate to confidential, personal, employment, commercial or legal matters or where the committee considers it would be prejudicial to the interests of HBOC to do so.

#### **42 Financial year**

- (1) The financial year of HBOC is:
  - (a) each period of 12 months after the expiration of the previous financial year of HBOC, commencing on 1 January and ending on the following 31 December.

#### **43 Distribution of property on winding up of association**

- (1) Subject to the Act and the Regulations, in a winding up of HBOC, the surplus property of HBOC is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of the organisations members.
- (2) In this clause, a reference to the surplus property of HBOC is a reference to that property of HBOC remaining after satisfaction of the debts and liabilities of HBOC and the costs, charges, and expenses of the winding up of HBOC

#### **44. HBOC Authorised Signatories for official documents**

The authorised signatories have the authority to sign official documents on behalf of HBOC and shall be-

- (1) the Public Officer of HBOC, and
- (2) 2 other members appointed by the committee and confirmed annually, and
- (3) a record of terms of office of authorised signatories will be kept by the secretary with the register of committee members.