

**CONSTITUTION OF THE  
ILLAWARRA BIRD OBSERVERS' CLUB  
INCORPORATED**

**(UNDER THE ASSOCIATIONS INCORPORATION ACT 2009)**

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

### 1 Preamble

The Illawarra Bird Observers' formed in 1977 as the Illawarra Bird Observers' Club and was first incorporated under Associations Incorporation Act 1984 in 1994.

### 2 Objectives

The objectives of IBOC shall be -

- (1) to join together people with a common interest who wish to further their knowledge and enjoyment of the birdlife around them; and
- (2) to encourage bird observing as a leisure time activity.

### 3 Definitions

- (1) In this constitution: association means the Illawarra Bird Observers Club Incorporated hereinafter referred to as IBOC

- (2) In this constitution:

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

**secretary** means:

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

**special general meeting** means a general meeting of IBOC other than an annual general meeting.

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

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

**family membership** means a family unit which includes no more than two adults and any dependent children.

**business meeting** means Annual General Meeting, Special Meetings or Committee Meeting

- (3) 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.

- (4) 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.

## **Part 2 Membership**

### **1 Membership generally**

- (1) A person is eligible to be a member of IBOC if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of IBOC in accordance with clause 3.
- (2) A person is taken to be a member of IBOC if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as IBOC - a member of that unincorporated body immediately before the registration of IBOC, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of IBOC if the person was one of the individuals on whose behalf an application for registration of IBOC under section 6 (1) (a) of the Act was made.

### **2 Classes of Membership**

- (1) 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 members.
- (2) 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.
- (3) Family membership carries an entitlement to one vote each by up to two members of the family over eighteen years and recorded in the membership register.

### **3 Application for membership**

- (1) An application by a person for membership of IBOC:
  - (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 IBOC and must be accompanied by the prescribed membership fee.
- (2) As soon as practicable after receiving an application for membership, the Treasurer 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 subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of IBOC.

#### **4 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from IBOC, or
- (d) fails to pay the annual membership fee under clause 8 (1) within 3 months after the fee is due.

#### **5 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of IBOC:

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

#### **6 Resignation of membership**

- (1) A member of IBOC may resign from membership of IBOC 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 IBOC ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7 Register of members**

- (1) The Treasurer must establish and maintain a register of members of IBOC (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of IBOC together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) with the IBOC Secretary and Treasurer and
  - (b) at IBOC's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of IBOC at any reasonable hour.
- (4) A member of IBOC may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to IBOC or other material relating to IBOC, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8 Fees and subscriptions**

- (1) A member of IBOC under subclause (1), must pay to IBOC an annual membership fee of \$40 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before the 30<sup>th</sup> March in each calendar year, or
  - (b) if the member becomes a member on or after the 30<sup>th</sup> March in any calendar year - upon becoming a member and before 30<sup>th</sup> March in each succeeding calendar year.

## **9 Members' liabilities**

The liability of a member of IBOC to contribute towards the payment of the debts and liabilities of IBOC or the costs, charges and expenses of the winding up of IBOC is limited to the amount, if any, unpaid by the member in respect of membership of IBOC as required by clause 8.

## **10 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of IBOC, or a dispute between a member or members and IBOC, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of IBOC:
  - (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 IBOC.
- (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 notice should advise that the member may show cause by either or both of the following -
  - (a) attending and speaking at the next committee meeting;
  - (b) submitting to the secretary at or prior to that meeting representations relating to the resolution.
  
- (5) The committee shall consider any such representations at the meeting (which must be held not less than 14 and no more than 35 days after passage of the resolution) 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 may then determine by secret ballot to -
  - (a) expel the member from IBOC, or
  - (b) suspend the member for a specified period, or
  - (c) accept the member's explanation.
  
- (6) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause a 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.
  
- (7) 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 IBOC confirms the resolution under clause 12,whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to IBOC in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of IBOC to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of IBOC convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of IBOC.

## Part 3 The Committee

### 13 Powers of the committee

The committee shall be called the Committee of Management of IBOC and, subject to the Act, the Regulation, this constitution and any resolution passed by IBOC in general meeting, the committee:

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

### 14 Composition and membership of committee

- (1) The committee is to consist of:
  - (a) the office-bearers of IBOC, and
  - (b) at least 2 ordinary committee members,each of whom is to be elected at the annual general meeting of IBOC 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 IBOC 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.

**Note.** Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- (7) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of IBOC to fill the vacancy and the members so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.



## **15 Election of committee members**

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

## **16 Secretary**

- (1) The secretary of IBOC must, as soon as practicable after being appointed as secretary, lodge notice with IBOC 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 business meeting, and
  - (c) all proceedings at committee meetings and business meetings.
- (3) Minutes of proceedings at a business meeting must be signed by the chairperson at the next succeeding committee meeting once ratified by the committee.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **17 Treasurer**

It is the duty of the treasurer of IBOC to ensure:

- (a) that all money due to IBOC is collected and received and that all payments authorised by IBOC are made, and
- (b) that correct books and accounts are kept showing the financial affairs of IBOC, including full details of all receipts and expenditure connected with the activities of IBOC.

## **18 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of IBOC 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 IBOC, 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 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19 Removal of committee members**

- (1) IBOC in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of IBOC, the secretary or the president may send a copy of the representations to each member of IBOC 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.

## **20 Committee meetings and quorum**

- (1) The committee must meet at least 6 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) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (5) 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.
- (6) 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.
- (7) 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.

## **21 Appointment of association members as committee members 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 IBOC 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 18 applies.

## **22 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.

## **23 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 IBOC 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.

## **24 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (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.

## **Part 4 General meetings**

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

- (1) IBOC must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) IBOC must hold its annual general meetings:
  - (a) within 6 months after the close of IBOC's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

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

- (1) The annual general meeting of IBOC is, subject to the Act and to clause 25, 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 special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of IBOC during the last preceding financial year,
  - (c) to elect office-bearers of IBOC 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.

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

- (1) The committee may, whenever it thinks fit, convene a special general meeting of IBOC.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of IBOC.
- (3) A requisition of members 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 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, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (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.

## **28 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of IBOC, 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 IBOC, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

**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 26 (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.

## **29 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) Ten (10) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **30 Presiding member**

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

## **31 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 IBOC 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.

## **32 Making of decisions**

- (1) A question arising at a general meeting of IBOC 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 IBOC, is evidence of

the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (3) Subclause (2) applies to a method determined by the committee under subclause (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.

### **33 Special resolutions**

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

1. A resolution of IBOC is a special resolution if -
  - (a) it is passed by a majority which comprises not less than three quarters of such members of IBOC as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which no less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

### **34 Voting**

- (1) On any question arising at a general meeting of IBOC 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 IBOC unless all money due and payable by the member to IBOC has been paid.
- (4) A member is not entitled to vote at any general meeting of IBOC if the member is under 18 years of age.

### **35 Proxy voting**

- (1) Proxy voting is only available for special resolutions at general meetings.
- (2) Each financial member shall be entitled to appoint the chairperson as their proxy by notice given to the secretary no later than 24 hours before the time of the meeting at which a special resolution is to be dealt with.
- (3) The member's proxy notice will indicate how they wish to vote for each special resolution to be dealt with at the general meeting.
- (4) For each special resolution the chairperson will exercise all proxies in accordance with the proxy notices received in accordance with Rule 35 (2).

### **36 Postal or electronic ballots**

- (1) IBOC 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.

### **37 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 IBOC'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**

### **38 Insurance**

IBOC may effect and maintain insurance.

### **39 Funds - source**

- (1) The funds of IBOC are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by IBOC in general meeting, any other sources that the committee determines.
- (2) All money received by IBOC, less the Petty Cash allocation, must be deposited as soon as practicable and without deduction to the credit of IBOC's bank or other authorised deposit-taking institution account.
- (3) IBOC must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40 Funds - management**

- (1) Subject to any resolution passed by IBOC in general meeting, the funds of IBOC are to be used solely in pursuance of the objects of IBOC in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- (3) IBOC shall not make any distribution, whether in money, property or otherwise, to its members, with the exception of prizes for competitions or exhibitions.
- (4) All expenses of the committee and members reasonably incurred on behalf of IBOC for stationery, printing, postage and for other contracts and things expressly authorised by the committee shall be paid out of the funds of IBOC.
- (5) No member shall receive remuneration for any services rendered on behalf of IBOC.

### **41 Association is non-profit**

Subject to the Act and the Regulation, IBOC must apply its funds and assets solely in pursuance of the objects of IBOC and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

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



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

- (1) Subject to the Act and the Regulations, in a winding up of IBOC, any surplus property of IBOC 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 IBOC remaining after satisfaction of the debts and liabilities of IBOC and the costs, charges and expenses of the winding up of IBOC.

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

## **43 Change of name, objects and constitution**

An application for registration of a change in IBOC'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.

## **44 Custody of books etc**

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

- (a) at the main premises of IBOC, in the custody of the public officer or a member of IBOC (as the committee determines), or
- (b) if IBOC has no premises, at IBOC's official address, in the custody of the public officer.

## **45 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of IBOC at any reasonable hour:
  - (a) records, books and other financial documents of IBOC,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of IBOC.
- (2) A member of IBOC may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of IBOC to inspect or obtain a copy of records of IBOC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of IBOC.

## **46 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission 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 IBOC is:

- (a) the period of time commencing on the date of incorporation of IBOC and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of IBOC, commencing on 1 July and ending on the following 30 June.

### Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address IBOC's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

### Record of Versions

Version No	Date	Nature of Amendment
1	6 Sep 1994	Original typed version for incorporation
2	11 Nov 1996	(1) Part II, Membership, Classes of Membership, 5 (c) amended by resolution
2a	28 Jan 2010	Minor punctuation changes following document reconstitution
3c	14 May 2019	New Constitution (developed to conform to Associations Incorporation Act 2009) approved

Note 1: The master soft copy of this document is held by the Public Officer of IBOC.

**APPLICATION FOR MEMBERSHIP OF ASSOCIATION**

**[Rule 6 (1)]**

**ILLAWARRA BIRD OBSERVERS' CLUB INCORPORATED**

*[Incorporated under Associations Incorporation Act, 1984]*

I,.....  
[Full name of Applicant]

of.....  
[Address]

.....  
[Occupation]

hereby apply to become a member of the abovementioned incorporated association. In the event of my admission as a member, I agree to be bound by the rules of IBOC for the time being in force.

.....  
[Signature of Applicant]

Date.....

I,.....  
[Full name]

a member of IBOC nominate the applicant, who is personally known to me, for membership of IBOC.

.....  
[Signature of Proposer]

Date.....

I,.....  
[Full name]

a member of IBOC second the nomination of the applicant, who is personally known to me, for membership of IBOC.

.....  
[Signature of Seconder]

Date.....