



Constitution

of

**Parramatta Female Factory Friends –
Parramatta Female Factory Action Group Inc.
Known as Parramatta Female Factory Friends**

(Reviewed 19 July 2024)

**Based on the Model Constitution under the Associations Incorporation Act 2009
(amended October, 2022)**

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Part 1 Preliminary

1 Definitions

- (1) In this constitution:

association means the Parramatta Female Factory Friends - Parramatta Female Factory Friends Action Group Inc.

office bearer means a committee member who is elected to an office under clause 15.

committee member means an office bearer or ordinary committee member

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

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 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.

subcommittee means a subcommittee established under clause 24.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (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.

Part 2: Parramatta Female Factory Friends Charter.

The agreed Charter for the Parramatta Female Factory Friends - Parramatta Female Factory Action Group is as follows:

1. Protect, preserve and conserve the Parramatta Female Factory Site and its provenance according to the Burra Charter.
2. Advocate UNESCO World Heritage status for the Parramatta Female Factory Site
3. Ensure that the Parramatta Female Factory Site is listed and remains on local, state and national heritage registers.
4. To work in conjunction with other organisations for major future planning and strategic opportunities including a focus on the Parramatta Gaol, Roman Catholic Orphanage/Girls Industrial School and the 1835 Kings School sites.
5. Advocate the establishment of a joint state and national statutory authority and support this as the custodian with an ongoing management structure which will:
 - a) Develop and manage the Parramatta Female Factory Site as a cultural, tourism and learning place of international significance
 - b) Manage, conserve, interpret and promote this site for the people of Australia in accordance with the guidelines of the Burra Charter and at the highest possible professional standard
 - c) Raise awareness of the value of and risks to the Parramatta Female Factory site
 - d) Undertake and promote historical research in order to share the historical value of the 1818 Female Factory Site and pass on the heritage of this irreplaceable site to future generations
 - e) Manage and promote the site in the spirit of equality as a meeting place where all can access, share and understand our history and our Australian identity, past and present.
 - f) Provide staff and budgets to conserve and maintain the site in accordance with 5. a) To 5. e).

Definition of the Heritage Core:

- 1) The Parramatta Female Factory Site includes: the Convict Female Factory site footprint, which is the 1818 Governor Macquarie site; the 1820s Governor Brisbane third class additions; and the Governor Gipps courtyard and cells additions. The core is described as the female factory footprint included in the National Heritage Listing.
- 2) United Nations Educational, Scientific and Cultural Organization (UNESCO).

Part 3 Membership

3. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 4.
 - (c) the person is at least 18 years of age
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

4. Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or electronically, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including electronically or by post, with the membership secretary of the association (or the relevant association member delegated by the committee) accompanied by any appropriate fees.
- (2) As soon as practicable after receiving an application for membership, the membership secretary (or the relevant association member delegated by the committee) 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 membership secretary (or the relevant association member delegated by the committee) must:
 - (a) notify the applicant in writing (including by email or electronically, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and if rejected, refund the membership fee.
- (4) The membership secretary (or the relevant association member delegated by the committee) must 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.

5 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is due or
- (d) is expelled from the association.

6 Membership entitlements not transferable

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

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

7 Resignation of membership

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

8 Register of members

- (1) The membership secretary (or the relevant association member delegated by the committee) must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if more practicable, at the association's official address.
- (3) If a member requests any information contained on the register about a member that information must not be made available for inspection.
- (4) 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 the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) 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.

9 Fees and subscriptions

- (1) A prospective member of the association must, on application to membership, pay to the association a membership fee as determined by the membership
- (2) Membership renewal is due on or before the first day of the financial year of the association in each calendar year, 1 July.

- (a) If a member joins the association 3 months before the end of financial year, from 1st April, then they are considered financial until July, the following calendar year
- (3) A member is considered unfinancial if fees are not paid by 1st October of each calendar year. This record is to be maintained by the association for 2 years.

10. 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 9.

11. Resolution of internal disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, may 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.

12. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (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 in writing.
 - (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 13, whichever is the later.

13. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 The Committee

14. Functions 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 a function that is 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 or are necessary or desirable for the proper management of the affairs of the association.

15. Composition and membership of committee

(1) The committee is to consist of up to 11 committee members:

- (a) the office-bearers of the association are president, vice president, secretary, treasurer and
- (b) up to 7 ordinary committee members including membership secretary and minute secretary - each of whom is to be elected at the annual general meeting of the association under clause 16.

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

(2) The office-bearers of the association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

(3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

(4) There is no maximum number of consecutive terms for which any office bearer or 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.

(5) 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.

16 Election of committee members

(1) Any financial member of the association may be nominated as a candidate.
The nominations for office-bearer or ordinary member:

- (a) must be made in writing, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) submitted to the secretary at least 4 weeks prior to the Annual General Meeting, minuted at the committee meeting prior to the Annual General Meeting and membership advised who are the participating nominations as per article 27 (7)
 - (c) must be delivered to the returning officer of the association before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (d) The returning officer is not to be a member of the association and is to be determined by the committee prior to the annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected.
 - (3) If insufficient 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 secret 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 the association must be a member of the association.

17 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary or appointed minutes secretary, to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings and attendance at committee meetings and general meetings hard copy to be retained in a book for that purpose.
 - (d) minutes of both committee and general meetings may be kept in digital form in a pdf document.
- (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 subclause (3).

18. Treasurer

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

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

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) 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 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) 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.

21. Committee Meetings - calling of and transaction of business at:

1. (1) The committee must meet at least 3 times a year, in each 12 monthly period at the place and time to be determined by the committee, including face to face and electronically.
(2) Additional meetings of the committee may be called by any committee member, including meetings held electronically.
2. Notice of committee meeting
 - (1) The secretary must give each committee member oral or written notice of a meeting at least 24 hours or another period on which the committee members agree, before the time the meeting is due to commence.
 - (2) The notice must describe the general nature of the business to be transacted at the meeting.
 - (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice and
 - (b) business that the committee members present at the meeting agree is urgent business.
 - (4) 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.
 - (5) Notice of a meeting given under subclause 3, must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
 - (6) A Quorum of 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee and
 - (a) A Quorum of 5 committee members is also required for the transaction of association business or meeting of the committee conducted electronically, including email.
 - (7) 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 a time and place agreed by the committee.
 - (8) 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.
 - (9) 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.

22. 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 the association 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 19. applies.

23. 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.

24. Delegation by committee to sub-committee

- (1) The committee may, in writing, establish one or more sub-committees (consisting of the member or members of the association 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, in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and decisions

A member is not entitled to vote at any meeting unless a financial member of the association.

- (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) 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.
- (4) Subject to clause 21 (5) the committee may act despite any vacancy on the committee.

Part 5 Procedure

26. Annual general meetings - holding of:

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

27. Annual general meetings - calling of and transaction of business at:

- (1) The annual general meeting of the association is, subject to the Act and to clause 26, 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 the association during the 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.
- (4) The returning officer is not to be a member of the association and is to be determined by the committee prior to the annual general meeting notice.
- (5) All nominations to be submitted to the secretary at least 4 weeks prior to the annual general meeting.
- (6) A nomination will include the position being nominated for, signatures of two members and of the nominee. The call for nominations will be provided to members at least 2 weeks prior to the 4 week deadline for receipt of nominations either in hard copy or electronic scanned form.
- (7) Membership to be advised of all nominations and provided with a voting form including the nominations, in writing, either by electronic or hard copy methods.
- (8) Nominations must be delivered to the returning officer of the association prior to the annual general meeting at which the election is to take place.
- (9) Remote Votes can be sent by post or submitted electronically but must reach the association's email or postal address by close of business the day prior to the annual general meeting. There can only be one vote per position, per member.

- (10) In the event of a tied ballot, then a fresh secret ballot is to be conducted. Only those members present will be able to vote.
- (11) Remote votes may be submitted electronically to the association's address, if the annual general meeting is conducted electronically.

28. Special general meetings - calling of and transaction of business at:

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must 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.

29 Notice of Special General Meeting

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

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 27 (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.

30. General Meetings - calling of and transaction of business at:

1. Bi - monthly general meetings are to be held for membership for which
 - (a) the secretary must give the membership oral or written notice of a meeting at least one week prior to the time the meeting is due to commence.
 - (b) procedures as per clause 10 (2) and (3)

31. Quorum

- (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) 5 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 an agreed time and place, communicated by written notice to members before the day to which the meeting is adjourned.
- (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.

32. 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 members present must elect one of their number to preside as chairperson at the meeting.

33. 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.

34. 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 35 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) 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.

35. Special resolutions

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

36. Voting

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

37. Proxy votes not permitted

- (1) Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

38. 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 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

- (3) Remote Votes may be submitted electronically or posted prior to the annual general meeting ballot. The vote must be validated referencing the current membership list.
- (4) 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.
- (5) 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.

39. Transactions of business outside committee or general meetings by telephone or other means:

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

Part 6 Administration

40. Change of name, objects or constitution

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

41. Funds

- (1) The funds of the association are to be derived from the following sources:
 - (a) entrance fees and annual subscriptions of members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) As soon as practicable after receiving money the association must:
 - (a) deposit the money, without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
 - (b) issue an appropriate receipt.

42. Funds - Management

- (1) Subject to any resolution passed by the association in a 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 instruments must be authorised by 2 current committee members.

43. Insurance

The association must effect and maintain public liability and insurance as appropriate for the association's liabilities and assets.

44. Association is non-profit

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

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

45. Distribution of property on winding up of association

- (1) Subject to the Incorporation Act and the Regulations, in a winding up of the association, any surplus property of the association must 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 organisation 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.

46. Custody of books and records

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.

47. Inspection of books and records

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

- (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.

48. 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 electronically 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 electronically 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.

49. Financial year

The financial year of the association is:

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

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

50. Charitable Organisation

In line with the State Government of NSW legal requirements for a charitable Organisation the Parramatta Female Factory Friends - Parramatta Female Factory Action Group Inc. is a charitable organisation as it performs the following charitable purposes:

- (a) the advancement of education
- (b) other charitable purposes for the benefit of the community

The Parramatta Female Factory Friends - Parramatta Female Factory Action Group Inc. has advancement of education and community benefit through conservation and access outlined in the Charter.