



Constitution of Thrive Riverina Incorporated

Thrive Riverina Inc.

Level 1, 57-59 Yambil St, Griffith NSW

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PART 1 – PRELIMINARY

1. Definitions

1.1 In this Constitution:

Act means the Associations Incorporation Act 2009 (NSW).

Association means Thrive Riverina Inc.

By-law means a by-law passed by resolution of the Executive Board as in force from time to time.

Constitution means these rules as amended from time to time.

Director means a Director of the Executive Board.

Department Secretary means the Secretary of the Department of Fair Trading.

Executive Board means the committee of management of the Association.

Executive Officer means the person appointed to that position by the Executive Board, and who carries out the functions of the Association's public officer or such other functions and on such terms as the Executive Board thinks fit from time to time.

Regulation means the Associations Incorporation Regulation 2010 (NSW).

Special General Meeting means a general meeting of the Association other than an annual general meeting.

1.2 In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and

(c) a reference to a rule is reference to a rule in this Constitution.

1.3 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 - MEMBERSHIP OF THE ASSOCIATION

2. Membership qualifications

- 2.1 Any Council within the Riverina Region is qualified to be a full member of the Association if they have applied for membership of the Association as provided by rule 3 and been approved for membership by the Executive Board.
- 2.2 If a Council has not applied to be a member, the Executive Board may extend full membership to a Chamber of Commerce or equivalent tourism representative body within that Council's local government area. If eligibility is extended to such a body, that body is eligible if it has applied for membership of the Association as provided by rule 3 and been approved for membership by the Executive Board.
- 2.3 The Executive Board may at its discretion approve for membership a body that is located outside the Riverina Region. If eligibility is extended to such a body, that body is eligible if it has applied for membership of the Association as provided by rule 3 and has been approved for membership by the Executive Board.

3. Application for membership

- 3.1 Applications for membership of the Association
- (a) must be made in writing in the form and in the manner specified by the Executive Board from time to time; and
 - (b) must be lodged with the Executive Officer who will deal with the application as directed by the Executive Board.
- 3.2 The Executive Officer must, on payment by the applicant within 28 days of the amounts payable by a member pursuant to this Constitution in respect of annual fees, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- 3.3 Every member may appoint one delegate to represent it at general meetings of the Association.

4. Cessation of membership

Membership of the Association ceases when the member:

- (a) resigns membership;
- (b) is deemed to have resigned under rule 8.3;
- (c) ceases to be eligible to be a member; or
- (d) is expelled from the Association.

5. Membership entitlements not transferable

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

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

6. Resignation of membership

- 6.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 6.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Executive Officer written notice of at least one month (or such other period as the Executive Board 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.
- 6.3 If a member of the Association ceases to be a member under rule 6.2, and in every other case where a member ceases to hold membership, the Executive Officer 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 of the Association

- 7.1 The Executive Officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each member of the Association together with the date on which they became a member and such other details as the Executive Board specifies from time to time.
- 7.2 The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 7.3 A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Executive Board, that other amount.
- 7.4 Members must use information disclosed on the register only for the purposes of the Association or such other manner as is approved by the Executive Board from time to time.

8. Fees and subscriptions

- 8.1 A member of the Association must pay to the Association an annual membership fee of an amount and in a manner determined by the Executive Board from time to time.
- 8.2 If a member does not pay any amount due to the Association in respect of any matter when due, the Executive Board may suspend the rights and privileges of the member and, during any period of suspension, the member will be deemed to not be a member of the Association.
- 8.3 If a member does not pay any amount due to the Association in respect of any matter within 14 days of that amount becoming due, the Executive Board may give the member a notice requiring payment of the amount within 14 days. If the member does not pay the amount within that period, the Executive Board may elect to deem the member to have resigned from membership of the Association.
- 8.4 The member's suspension or deemed resignation, under rules 8.2 and 8.3 respectively, does not affect the member's liability in respect of the relevant amount.
- 8.5 The Association's financial year is from 1 July to 30 June in the next succeeding year.

9. 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 rule 8.

10. Resolution of internal disputes

- 10.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- 10.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11. Disciplining of members

- 11.1 A complaint may be made to the Executive Board by any person that a member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution or a By-law; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

11.2 On receiving such a complaint, the Executive Board:

- (a) must cause notice of the complaint to be served on the member concerned;
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Board in connection with the complaint; and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

11.3 The Executive Board 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.

11.4 If the Executive Board expels or suspends a member, the Executive Officer 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 Executive Board for having taken that action and of the member's right of appeal under rule 12.

11.5 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 rule 12.5,

whichever is the later.

12. Right of appeal of disciplined member

12.1 A member may appeal to the Association in general meeting against a resolution of the Executive Board under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the Executive Officer a notice to that effect.

12.2 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.

- 12.3 On receipt of a notice from a member under rule 12.1, the Executive Officer must notify the Executive Board, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Executive Officer received the notice.
- 12.4 At a general meeting of the Association convened under rule 12.3:
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the Executive Board 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.
- 12.5 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE EXECUTIVE BOARD

13. Powers of the Executive Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, the Executive Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Executive Board to be necessary or desirable for the proper management of the affairs of the Association; and
- (d) may make, amend and repeal By-laws (not inconsistent with this Constitution) governing the conduct of the Association and members.

14. Constitution and membership of the Executive Board

14.1 The Executive Board will consist of:

Between 8 and 10 Directors, appointed under rule 15.

Directors appointed by members will account for 6 of this number, and industry representatives will comprise up to the remaining four positions depending on the availability of suitable nominations.

14.2 The office-bearers of the Association are to be:

- (a) the Chairperson;
- (b) the Deputy Chairperson;
- (c) the Secretary;
- (d) the Treasurer.

14.3 Each office-bearer will be a Director elected by the Directors to the relevant office until the next annual general meeting.

14.4 The Executive Officer may attend Executive Board meetings but may not vote at those meetings.

14.5 If a casual vacancy occurs in the membership of the Executive Board:

- (a) The members shall nominate another representative to fill such vacancy; and
- (b) The person appointed to fill the vacancy is deemed to have been appointed on the same date as the relevant replaced Director was appointed, and will be appointed for the remainder of the replaced Director's term of office.
- (c) In the case of a vacancy occurring with a director representing industry as provided in rule 15(b) that vacancy shall be advertised in accordance with that rule and term of office shall be as provided in rule 14.5(b)

15 Selection and appointment of Directors to the Executive Board

15.1 Directors will be elected under two categories:

- (a) Members will be eligible to nominate six (6) Directors to the Executive Board. Notice of the call for nominations for membership of the Executive Board will be given no later than sixty (60) days prior to the Annual General Meeting.
- (b) In addition to the above provisions up to four (4) industry representatives may be nominated for appointment as Directors of the Executive Board. Industry directors will be appointed as follows:
 - i. Nominations will be advertised across the Riverina and are to be lodged with the Executive Officer of the Board.
 - ii. Where replacements are due for any retiring industry Directors under this rule nominations shall be called and submitted at least sixty (60) days prior to the AGM. Nominations must be in writing and address the skill based selection criteria and include details of appropriate experience, qualifications and positions held.

- iii. The appointment shall be determined by a panel appointed by the Executive Board. The panel shall comprise the chairperson or delegate, and two other representatives. No member of the panel may nominate for selection to the Executive Board at this time.
- iv. The Executive Officer may attend the meeting of the Selection Panel but not vote. The decision of the Selection Panel is final.

15.2 Nominations under 15.1(a) shall be announced once received by the Executive Officer of the Board. Successful Industry nominations as provided for Under 15.1(b) shall be announced at the AGM.

15.3 Subject to any early removal each Director will be appointed to the Executive Board for two (2) years. Directors may be appointed for a maximum of two (2) consecutive terms but are otherwise eligible for re-appointment.

15.4 In order to maintain continuity of the Executive Board 50% of Directors will retire after a two (2) year term. For the purposes of this section service for any continuing or new member will be determined as from 1st January 2014.

15.5 Directors who have completed a term are eligible for re-appointment subject to compliance with rule 15.

15.6 Other than in relation to casual vacancies under rule 14.5, the appointment and removal of Directors will take effect at the conclusion of the next annual general meeting.

16 Executive Officer to act for secretary

16.1 Subject to any resolution of the Executive Board, the Executive Officer will support the functions of the Association's secretary in accordance with this Constitution.

16.2 The Executive Officer of the Association must, as soon as practicable after being appointed as Executive Officer, lodge notice with the Association of his or her address.

16.3 It is the duty of the Executive Officer to keep minutes of:

- (a) all appointments of office-bearers and Directors;
- (b) the names of Directors present at an Executive Board meeting or a general meeting; and
- (c) all proceedings at Executive Board meetings and general meetings.

16.4 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Executive Officer to act for treasurer

17.1 Subject to any resolution of the Executive Board, the Executive Officer will support the functions of the Association's treasurer in accordance with this Constitution.

17.2 It is the duty of the Executive Officer 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.

18 Casual vacancies on Executive Committee

For the purposes of this Constitution, a casual vacancy in the office of a Director occurs if the Director:

- (a) dies;
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with the Director's creditors or makes an assignment of the Director's remuneration for their benefit;
- (c) resigns office by notice in writing given to the Executive Officer;
- (d) is removed from office under rule-19;
- (e) becomes a mentally incapacitated person; or
- (f) is absent without the consent of the Executive Board from all meetings of the Executive Board held during a period of 9 months.

19 Removal of Director by members

19.1 The Association in general meeting may by resolution remove any Director from the Executive Board before the expiration of the Director's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed. The person appointed as replacement director in accordance with the provisions of rule 14.5.

19.2 If a Director to whom a proposed resolution referred to in rule 19.1 relates makes representations in writing to the Executive Officer (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Executive Officer may send a copy of the

representations to each member of the Association or, if the representations are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Executive Board meetings and quorum

- 20.1 The Executive Board must meet at least 4 times in each period of 12 months at such place and time as the Executive Board may determine.
- 20.2 Additional meetings of the Executive Board may be convened by the Chairperson or by any Director.
- 20.3 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 such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under rule 20.3 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.
- 20.5 The quorum for the transaction of the business of a meeting of the Executive Board is 50% of the Directors plus one Director, provided that at least one Director is an office-bearer.
- 20.6 No business is to be transacted by the Executive Board unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place determined by the Chairperson (or in the Chairperson's absence, the Directors present at the meeting) not later than 21 days from the date of the meeting.
- 20.7 If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is to be dissolved.
- 20.7A A meeting of the Executive Board may be called or held at more than one venue using any technology. If a failure in technology prevents a Director from participating in the meeting, the meeting is to be adjourned if a quorum is not present.
- 20.8 At a meeting of the Executive Board:
- (a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson is to preside; or
 - (b) if the Chairperson and the Deputy Chairperson are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the meeting is to preside.

- 20.9 A resolution in writing signed by all Directors is a valid resolution of the Board. The resolution may consist of several documents in the same form each signed by one or more of the Directors.
- 20.10 For the purposes of rule 20.9 a reference to “all Directors” does not include a reference to:
- (a) a Director who, at a meeting of the Executive Board, would not be entitled to vote on the resolution;
 - (b) a Director who disqualifies himself or herself from considering the resolution in question; and
 - (c) any Director on leave of absence approved by the Board.
- 20.11 For the purpose of rule 20.9 an electronic copy of a resolution signed by a Director is sufficient.
- 20.12 A resolution under rule 20.9 shall be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the document was last signed by a Director and the document (or all copies of the documents taken together) constitute a record of that resolution and shall be retained by the Secretary in the minute book.

21 Delegation by Executive Board to sub-committee

- 21.1 The Executive Board may, by resolution, delegate to one or more sub-committees (consisting of such members or non-members of the Association as the Executive Board thinks fit) the exercise of such of the functions of the Executive Board as are specified in the resolution, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Executive Board by the Act or by any other law.
- 21.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the resolution of delegation.
- 21.4 Despite any delegation under this rule, the Executive Board may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive Board.

21.6 The Executive Board may, by resolution, revoke wholly or in part any delegation under this rule.

21.7 A sub-committee may meet and adjourn as it thinks proper.

22 Voting and decisions of Executive Board

22.1 Resolution or decisions arising at a meeting of the Executive Board are to be determined by a majority of the votes of the Directors present at the meeting.

22.2 Resolution or decisions arising at a meeting of any sub-committee appointed by the Executive Board are to be determined in the manner specified by the Executive Board or, in the absence of any relevant direction by the Executive Board, by a majority of the votes of the members of the sub-committee present at the meeting.

22.3 Each Director or member present at a meeting of the Executive Board or of any sub-committee appointed by the Executive Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any resolution or decision, no person may exercise a second or casting vote.

22.4 Subject to rule 20.5, the Executive Board may act despite any vacancy on the Executive Board.

22.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Board or by a sub-committee appointed by the Executive Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or member of the sub-committee.

PART 4 - GENERAL MEETINGS

23 Holding annual general meetings

23.1 The annual general meeting of members of the Association must be held within six months of the end of financial year.

23.2 Rule 23.1 has effect subject to any extension or permission granted by the Department Secretary under the Act.

24 Calling annual general meetings and business

24.1 The annual general meeting of the Association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Executive Board thinks fit.

24.2 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 Executive Board and sub-committees reports on the activities of the Association during the last preceding financial year;
- (c) to receive a report on the membership of the Executive Board following the annual general meeting and for that new Executive Board to elect the office-bearers; and
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

24.3 An annual general meeting must be specified as such in the notice convening it.

25 Calling Special General Meetings

25.1 The Executive Board must, on the requisition in writing of at least two members, convene a Special General Meeting of the Association.

25.2 A requisition of members for a Special General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the Executive Officer; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

25.3 If the Executive Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Executive Officer, 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.

25.4 A Special General Meeting convened by a member or members as referred to in rule 25.3 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

25.5 Attendance at a Special General Meeting includes attendance via Skype, video link, teleconference or other technology approved by the Board.

Members are able to attend a Special General Meeting remotely using the technology stated above if the request for remote attendance is made in writing no later than two (2) business days before the Special General Meeting is to take place.

26 Notice

- 26.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Officer 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.
- 26.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Executive Officer 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 rule 26.1, the intention to propose the resolution as a special resolution.
- 26.3 No business other than that specified in the notice of a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, where business may be transacted under rule 24.2.
- 26.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Procedure

- 27.1 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.
- 27.2 Four (4) members present in person (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.
- 27.3 Representatives from all Local Government members and industry shall be invited to attend the AGM and any special meeting. These representatives may express views at such meeting but shall not have the right to vote. Only the respective member delegates have the right to propose motions and vote.
- 27.4 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.

27.5 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.

28 Presiding member

- 28.1 The Chairperson or, in the Chairperson's absence, the Deputy Chairperson is to preside as chairperson at each general meeting of the Association.
- 28.2 If the Chairperson and the Deputy Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

- 29.1 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.
- 29.2 If a general meeting is adjourned for 14 days or more, the Executive Officer 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.
- 29.3 Except as provided in rules 29.1 and 29.2, 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.

30 Making of decisions

- 30.1 A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- 30.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 30.3 If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in rule 31(a), if the resolution is passed in a manner specified by the Director-General.

32 Voting

- 32.1 On any resolution or decision arising at a general meeting of the Association a member has one (1) vote only.
- 32.2 All votes must be given personally or by proxy but no member may hold more than five (5) proxies.

- 32.3 In the case of an equality of votes on a question at a general meeting, no person is entitled to exercise a second or casting vote.
- 32.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33 Appointment of proxies

- 33.1 Each member is to be entitled to appoint another member as proxy by notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 33.2 The notice appointing the proxy is to be in the form specified by the Executive Board from time to time.

PART 5 – MISCELLANEOUS

34 Insurance

- 34.1 The Association must effect and maintain a policy of public liability insurance.
- 34.2 In addition to the insurance required under rule 34.1, the Association may effect and maintain other insurance.

35 Sources of funds

- 35.1 The funds of the Association are to be derived from:
- (a) donations received from the community, business enterprises, local governments and regional development organisations;
 - (b) fees for seminars, workshops, charges for the Association's documents or assets, and interest from the Association's bank accounts;
 - (c) annual fees from members;
 - (d) grants or other income from Destination New South Wales, State and Commonwealth sources; and
 - (e) subject to any resolution passed by the Association in general meeting, such other sources as the Executive Board determines.
- 35.1 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

35.2 The Association must as soon as practicable after receiving any money, issue an appropriate receipt.

36 Management of funds

36.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive Board determines.

36.2 All cheques (and other negotiable instruments) must be signed by any 2 of the following:

(a) the Executive Officer;

(b) the Chairperson; or

(c) any Director authorised to do so by the Executive Board.

37 Alteration of objects and rules of Constitution

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

38 Common seal

38.1 The common seal of the Association must be kept in the custody of the Executive Officer.

38.2 The common seal must not be affixed to any instrument except by the authority of the Executive Board and the affixing of the common seal must be attested by the signatures of both the Executive Officer and the Chairperson (or in substitution for the Chairperson, a person authorised by the Executive Board).

39 Custody of books

Except as otherwise provided by this Constitution, the Executive Officer must keep custody or control of all records, books and other documents relating to the Association.

40 Inspection of books

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

41 Service of notices

41.1 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;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by email transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

41.2 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;
- (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 email 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.

42 Surplus property

If the Association is wound up, cancelled or dissolved, any balance of income or assets remaining after payment of all costs and liabilities will be refunded or returned to the relevant governmental source in proportion to the contributions received by the Association from those sources. Any remaining income or assets will be transferred to a not-for-profit entity having substantially similar objects.