
CONSTITUTION

OF

FRIENDS OF NERAM INC.

March 2020

Draft Amendments October/November, 2019

PART I PRELIMINARY

1. Interpretation

- (1) In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“**AGM**” means the General Meeting required to be held annually pursuant to Rule 27.

“**Association**” means the association governed by these Rules and known as the “Friends of NERAM Incorporated”.

“**Committee**” means the Committee of the Association as constituted pursuant to Rule 20.

“**Council**” means Armidale Regional Council, its successors and assigns.

“**Executive Members**” means the Members holding the offices as set out in Rule 20(2).

“**General Meeting**” means any duly convened meeting of Members.

“**Member**” means any natural person who is a member of the Association under Rule 4.

“**Month**” means calendar month.

“**NERAM**” means the art museum known as New England Regional Art Museum.

“**New England Regional Art Museum Limited**” means New England Regional Art Museum Limited ACN 131 297 731 which corporation is the Trustee of the Hinton Trust (also known as the Howard Hinton Trust), the Chandler Coventry Collection Trust, the manager of the Armidale City Collection, owner of The NERAM Collection and Trustee of the New England Regional Art Museum Foundation.

“**Public Officer**” means the person appointed to and holding that position from time to time as required by law and, for the purposes of this Association, may be the Secretary for the time being of the Association.

“**Register**” means the register of members of the Association maintained pursuant to Rule 10.

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

“**Resolution**” means a decision carried by a majority of those voting at the meeting in which the resolution is made.

“**Rule**” or “**Rules**” is a reference to a rule or the rules of this Association as set out in this document.

“Secretary” means:

- (a) the person holding office under these rules as secretary of the Association; or
- (b) where no such person holds that office - the Public Officer of the Association.

“Special Resolution” means a Resolution of the Association in General Meeting carried by not less than 75% of the Members at that General Meeting.

“The Act” means the *Associations Incorporation Act, 2009 (NSW)*.

(2) In these Rules:

- (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, where the function is a duty, a reference to the performance of that duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing the masculine include the feminine and neuter and vice versa.

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PART II - OBJECTS

2. Objects

The Objects of the Association are:

- (a) to raise funds in support of the Association and NERAM;
- (b) to liaise with the Director and the Board of the New England Regional Art Museum Limited to ensure a close alignment of activities with NERAM's programme and operational plan;
- (c) to ensure sustainable growth in membership;
- (d) to organise events for the benefit and enjoyment of members, and the broader community, and to raise funds in accordance with Object (a); and
- (e) to create awareness, promote participation and encourage appreciation of visual arts and associated activities.

PART III - POWERS

3. Powers

The Powers of the Association are:

- (a) to acquire and dispose of and generally deal with property of all kinds both real and personal for the purposes of the Association;
- (b) to accept gifts including donations, sponsorships, in kind or equipment and materials in support of the objects;
- (c) to employ or contract with such person or persons as may from time to time be necessary to further the Objects of the Association;
- (d) to prepare, print, sell and distribute by electronic or other means and to otherwise deal in publications of all kinds relating to the Association;
- (e) to invest the funds of the Association in investments approved by the Committee;
- (f) to borrow or raise money for any of the purposes of the Association on any terms and conditions and with or without security as approved by the Committee;
- (g) to open and maintain bank accounts and to draw, make and endorse cheques and bills of exchange for the purposes of the Association; and
- (h) to do all such other acts, matters and things as are or may appear to the Association to be incidental or conducive to the attainment of the above Objects, or any of them, or any Objects of a like or similar nature.

PART IV - MEMBERSHIP

4. Members

A Member is any natural person who has been accepted for membership by the Committee and is noted as such in the Register, and includes a Life Member.

5. Membership Eligibility

- (1) A person is eligible to apply to be a Member of the Association if the person has an interest in NERAM.
- (2) On becoming a Member of the Association the person is also entitled to be proposed for Membership of NERAM Ltd. (see further section 19. NERAM Ltd Membership)

6. Application for Membership

- (1) A person who is eligible to apply to be a Member may do so by lodging an application in writing and paying the membership fee of the Association.
- (2) As soon as practicable after receiving an application for membership, it will be presented to the Committee for acceptance or rejection.
- (3) For any application which has been accepted by the Committee, the Secretary must cause it to be entered in the Register of Members.
- (4) On being so entered, the person officially becomes a Member of the Association and a membership card with a letter of acknowledgement will be sent to the new member.

7. Cessation of Membership

A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns their membership;
- (c) is expelled from the Association; or
- (d) fails to pay the annual membership fee under clause 6 (1) within 3 months after the fee is due.

8. Membership Entitlements not Transferable

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

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

9. Resignation of Membership

- (1) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of the member's intention to resign and, on the receipt of that 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 Secretary must make or cause to be made an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member
- (3) In the event of a member resigning from the Association, the Association shall not be liable for the refund of any membership fee paid by that member.

10. Register

- (1) The Secretary must maintain, or cause to be maintained, a Register of Members of the Association containing information relevant to each Member's membership.
- (2) The Register of names must be made available for inspection at a reasonable time and place, mutually convenient to the Member and the Secretary, upon request by a Member.

11. Fees and Payments

- (1) A Member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- (2) In addition to any amount payable by the Member under subclause (1), a Member of the Association must pay to the Association an annual membership fee of \$1 or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 April in each calendar year, or
 - (b) if the Member becomes a Member on or after 1 April in any calendar year - on becoming a Member and before 1 April in each succeeding calendar year.

12. Members' Liabilities

The liability of a Member 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 11.

13. Resolution of 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, is to be referred to mediation by an appropriately qualified mediator.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a mediator, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

14. Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a Member of the Association:
 - (a) has persistently and wilfully refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and

- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under clause 15.
- (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 14, whichever is the later.

15. Right of Appeal of Disciplined Member

- (1) A Member may appeal to the Association in a General Meeting against a resolution of the Committee under clause 14, 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.

16. Rights and Duties of Members

Members have a duty to:

- (a) further the Objects of the Association at all times;
- (b) abide by this Constitution; and
- (c) obey any reasonable request of the Committee.

17. Patron

A Patron or Patrons of the Association may be elected at each AGM to hold such honorary position until the following AGM. The number of Patrons is not limited.

18. Life Members

- (1) The Association may elect Life Members pursuant to this Rule.
- (2) Any Member who is or has been a Member shall be eligible for election as a Life Member. The Member need not be active in the affairs of the Association at the time of election.
- (3) Nominations for Life Members shall be made by the Committee, be noted in the notice of and presented at an AGM. Voting for election of Life Members shall be by secret ballot and a nominee shall require to be elected by a 75% majority of Members present at the AGM.
- (4) Life Members may hold any office or other position in the Association.

19. NERAM Ltd Membership Entitlement

- (1) On becoming a Member of the Association the Member is entitled to be proposed for Membership of NERAM Ltd. Members of the Association should elect if they wish to be proposed for Membership of NERAM Ltd on their joining application.
- (2) The Association will provide the Board of NERAM Ltd with the names of Members of the Association who have elected to become Members of NERAM Ltd. The Board of NERAM Ltd will consider the proposed Members according to the Constitution and Rules of NERAM Ltd.
- (3) Members of the Association who are accepted as Members of NERAM Ltd will be entered on the register for NERAM Ltd. As NERAM Ltd is an organisation distinct from the Association, Members should refer to and abide by the Constitution and Rules for NERAM Ltd.
- (4) The Association will pay the joining fee for NERAM Ltd on behalf of the Member.
- (5) Cessation of Membership of the Association does not affect Membership of NERAM Ltd.
- (6) The Association will not be held liable for the actions of any person/s who are also members of NERAM Ltd if those actions relate to actions carried out solely as members of NERAM Ltd.
- (7) The Association is not liable for any contribution to the assets of NERAM Ltd, or for the contributions of any of the Members of the Association or Members of NERAM Ltd to the assets of NERAM Ltd, in the event of NERAM Ltd being wound up.

PART V - THE COMMITTEE

20. Powers of the Committee

The day to day affairs of the Association will be managed by a Committee elected under this Constitution. The Committee:

- (a) will control and manage the affairs of the Association;
- (b) will exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association;
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association and which further its Objects; and
- (d) may appoint delegates to relevant bodies.

21. Membership of the Committee

- (1) The Committee will have a maximum membership of nine (9) members comprising:
 - (a) the Executive Members; and
 - (b) five (5) other Members.
- (2) The Executive Members are the:
 - (a) Chairman;
 - (b) Deputy Chairman;
 - (c) Treasurer; and
 - (d) Secretary.
- (3) The Executive Members shall have the powers and duties as decided from time to time by the Committee.
- (4) A Committee member may hold up to 2 offices (other than both the Chairman and Deputy Chairman offices).
- (5) Subject to these Rules, each member of the Committee remains on the Committee until his or her position is declared vacant at the next AGM following appointment or election. **Committee members are eligible for re-election provided that the maximum term for each Committee member shall be 5 years unless an extension for a further period is approved by a majority of the Committee.**
- (6) In the event of a casual vacancy on the Committee, the Committee may appoint a Member to fill the vacancy until the next AGM.

22. Election of the Committee

- (1) Committee members shall be elected at each AGM.
- (2) Nominations of candidates for election as Committee members must be:
 - (a) made in writing and in accordance with the form set out in Schedule 1 to this Constitution; and
 - (b) delivered to the Secretary not less than seven (7) days before the date fixed for the holding of the AGM at which the election is to take place.
- (3) If no nominations are received to fill a position on the Committee, nominations may be received from the Members present at the AGM.

- (4) If only one nomination is received for a particular position on the Committee, that nominee shall be deemed to be elected to that position.
- (5) If more than one nomination is received for a particular position on the Committee, the position shall be decided by a secret ballot of the Members present at the AGM. In the event of a ballot for any position or positions being necessary then the method to be used will be the 'first past the post' system. If two or more candidates for any position are tied then all other candidates (if any) will be eliminated and a fresh ballot held. If the vote is still tied, the winner will be decided by the successful candidate's name being drawn from a hat.
- (6) If no nominations are received for a position on the Committee following the above procedures, that position becomes a casual vacancy.

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23. Proceedings of the Committee

- (1) The Committee must meet at least 6 times in each period of 12 months at such place and time as the Committee may determine. Committee meetings may be held at 2 or more venues utilising technology the Committee has approved, and which provides each Committee Member with a reasonable opportunity to participate. The rights of members using such technology to participate in Committee meetings remain unchanged.
- (2) A quorum for meetings of the Committee is four (4) Committee members.
- (3) The Secretary must ensure that minutes of proceedings of all meetings of the Committee and the Association are appropriately maintained.
- (4) The Treasurer must 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.
- (5) The Committee may act notwithstanding any vacancy on the Committee.
- (6) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a subcommittee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

23. Associate Members of Committee

- (1) The following persons, when the positions are filled, are associate members of the Committee whilst holding the stated positions:
 - (a) the Director of NERAM;
 - (b) the Honorary Solicitor of the Association;
 - (c) the Auditor of the Association, if any; and
 - (d) the Accountant of the Association.
- (2) Associate Members of the Committee (if they are not also members of the Committee) have the right to attend meetings of the Committee when matters affecting them or their office are likely to be discussed. In such cases, appropriate notice must be given by the Secretary.
- (3) Associate Members have the right to address Committee meetings but have no right to vote thereat.

24. Casual Vacancies

A casual vacancy on the Committee occurs if the person holding the position:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of any law dealing with the estates of bankrupt persons;
- (c) resigns the position by notice in writing given to the Secretary;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is absent without the consent of the Committee from 3 consecutive meetings of the Committee;
- (f) if an Executive Member, fails to perform the duties of the position to the reasonable satisfaction of the Committee;
- (g) 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
- (h) 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.

25. Removal from the Committee

- (1) The Association may by Special Resolution remove any member of the Committee from the position held and may by Resolution appoint another person to hold that position until the next AGM.
- (2) Any member of the Committee may address any meeting at which a Special Resolution under subclause (1) is to be considered.

26. Sub-Committees

- (1) The Committee may establish any sub-committees to deal with any affairs of the Association that the Committee delegates to that sub-committee. Any sub-committee so established shall report to and be under the control of the Committee at all times. Such sub-committees shall have the power to give effect to such functions as delegated to the sub-committee by the Committee.
- (2) 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.
- (3) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (4) A sub-committee may meet and adjourn as it thinks proper.

PART VI – MEETINGS

27. Annual General Meeting (AGM)

- (1) The Committee will cause an AGM of the Association to be held each year, the main purpose of which will be to report to the Members regarding the activities of the Association, its financial affairs and to elect new Committee members.
- (2) The AGM must be held before 31 March in each year unless otherwise determined by the Committee and then only in special circumstances.
- (3) At least twenty one (21) days notice of the AGM must be given to all Members. Such notice must:
 - (a) be in writing which may include electronic communication;
 - (b) specify the business of the meeting;
 - (c) call for nominations for appointment of Committee members for the forthcoming year;
 - (d) specify the amount of notice required to be given of nominations for Committee members; and
 - (e) specify any nominations for the election of a Life Member.
- (4) At least seven (7) days prior to the AGM the Committee must provide all Members a report from the Chairman regarding the activities of the Association during that year and a report from the Treasurer containing the statement of income and expenditure, an up to date balance sheet for the Association for that year and the mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year.
- (5) The reports of the Chairman and Treasurer prepared in accordance with subclause (4) must be tabled at the AGM for discussion.
- (6) The Chairman of the AGM will determine the order of business and ensure that elections of Committee members, Patron and Life Members, if applicable, are conducted in accordance with these Rules.
- (7) If nominations for the positions of Honorary Solicitor, Accountant and Auditor of the Association have been received by the time of the holding of the AGM, the Chairman will propose a resolution appointing the nominees for those positions or ensure an election is conducted if more than one nominee for a position is received. If no nominations for the positions of Honorary Solicitor, Accountant and Auditor of the Association have been received by the time of the holding of the AGM, the Committee established for the following year will seek out and appoint, where possible, suitable persons for those positions.
- (8) The quorum for the AGM is not less than ten (10) Members.

28. General Meetings

- (1) A General Meeting may be convened at any time by the Committee or upon receipt by the Committee of a requisition in writing signed by at least ten (10) Members setting out clearly the motion or motions proposed to be put to the General Meeting. Requisitions for a General Meeting may be sent electronically.
- (2) Upon receipt of a requisition for a General Meeting pursuant to subclause (1), the Committee will convene a General Meeting not later than 35 days after the receipt of the requisition, except if the AGM is scheduled within 49 days of the receipt of the requisition the Committee may defer the motion or motions to the AGM.
- (3) At least seven (7) days notice of a General Meeting must be given to Members specifying the business to be discussed at the General Meeting.
- (4) Where any business of a General Meeting requires the consideration of a Special Resolution, the required period of notice under paragraph (3) is twenty one (21) days.
- (5) The quorum for a General Meeting is not less than ten (10) Members.

29. Conduct of Meetings

- (1) The Chairman (or, in his or her absence, the Deputy Chairman) shall take the Chair at all meetings of the Committee and General Meetings at which he or she is present within the prescribed time. If neither the Chairman nor the Deputy Chairman is present at a meeting, the Members present will appoint a Chairman for the Meeting from amongst their number.
- (2) The Chairman of a General Meeting of the Association, any meeting of the Committee, a sub-committee or other organ, body or board of the Association, has a casting vote at such meeting if necessary to break a deadlock.
- (3) If for any reason a quorum is not present at any General Meeting, including the AGM, and it is thereby necessary to reconvene the General Meeting the members present within five (5) minutes of the time appointed for the commencement of the reconvened meeting will for the purpose of that meeting constitute a quorum.
- (4) Resolutions may be determined on a show of hands unless a ballot is demanded by at least three Members. A declaration by the Chairman that a Resolution has been carried, unanimously or otherwise, or lost, or an entry to that effect in the minutes taken at the Meeting is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution.
- (5) Upon any question arising at a General Meeting of the Association a Member has one vote only.
- (6) All votes must be given personally or by proxy but no Member shall hold more than five (5) proxies.

- (7) A Member or proxy is not entitled to vote at any General Meeting of the Association unless the Member or the proxy is a financial member of the Association.
- (8) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (9) The notice appointing the proxy is to be in the form set out in Schedule 2 to this Constitution.

30. Postal or Electronic Ballots

1. The Association may hold a postal or an electronic ballot (as the Committee determines) to determine any issue or proposal, except for Appeals (Ref 15 (4) (c) Right of Appeal of a Disciplined Member).
2. The Regulation does not permit a combination of postal and electronic voting to pass an ordinary resolution or special resolution under the Act. Similarly, it does not permit a combination of postal voting and voting at a general meeting, or electronic voting and voting at a general meeting (Ref. Associations Incorporation Act 2009; Part 4, Division 3, Section 37).
3. A postal or electronic ballot is to be conducted in accordance with Schedule 3: Conduct of Postal or Electronic Ballots.

PART VII – MISCELLANEOUS

31. Insurance

The Association must maintain any insurance required by law or considered appropriate by the Committee.

32. Funds

- (1) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's account at a suitable bank, building society or credit union.
- (2) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt upon request or as proof of payment.
- (3) The funds of the Association must be used in pursuance of the Objects of the Association in such manner as the Committee determines from time to time and will be sourced from membership fees, interest, sponsorships, donations, and otherwise as determined by the Committee from time to time.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by at least two members of the Committee authorised to do so by the Committee.

33. 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.)

34. Audit and Accounts

- (1) The financial year of the Association shall end on 31 December of each year.
- (2) The Association may appoint an Auditor to examine the correctness of the financial records of the Association for any year or years. Such Auditor may be appointed by the Association at an AGM or, if an Auditor is not appointed at the AGM the Committee may make such appointment if considered desirable. The Committee may determine the remuneration, if any, of the Auditor upon appointment. It is not a requirement of the Association that an Auditor be appointed for each or any financial year. However, an audit of the financial affairs of the Association for up to two preceding years must be conducted if demanded by Members passing a Special Resolution calling for an audit at a duly convened General Meeting.
- (3) The financial records when approved by the AGM are conclusive as to their contents. If an error is discovered in the records within three (3) months after the approval the Treasurer shall cause the error to be corrected and the revised records presented to the Committee at its next meeting for approval. The corrected records will be notified to the following AGM as part of the Treasurer's report.

35. Notices

Any notice given pursuant to these Rules shall be deemed to have been duly given if done so in any of the following ways:

- (a) by hand delivery to the recipient;
- (b) by leaving it at the recipient's usual place of residence, or, in the case of a Member, at the last address notified by the Member to the Association;
- (c) by sending by prepaid post addressed to the recipient at the address referred to in paragraph (b);
- (d) by facsimile transmission if the recipient has capacity to receive facsimiles; and
- (e) by electronic mail if the recipient has capacity to receive electronic mail.

36. Custody and Inspection of Books

- (1) Except as otherwise provided by these Rules, the Public Officer, the Secretary and the Treasurer shall keep in their custody or under their control all records, books and other documents relating to the Association.
- (2) The records, books and other documents of the Association shall be made available for inspection, free of charge, by a Member of the Association at any reasonable time and place mutually convenient to the Member and the person in whose control and custody those records, books and documents are.

37. Special Resolutions

A Special Resolution is required to effect the following:

- (a) a change in the Association's name;
- (b) a change of the Association's rules;
- (c) a change of the Association's objects;
- (d) an amalgamation with another incorporated association;
- (e) to voluntarily wind up the Association and distribute its property; or
- (f) to otherwise alter its legal status.

38. Winding up of the Association

- (1) The Association may by Special Resolution wind up the Association.
- (2) In the event that the Association's endorsement, if any, as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Commonwealth) is revoked or the Association is dissolved, extinguished, determined, set aside, wound up, or fails, for any reason whatsoever, the Association's property shall be paid or transferred by the Association to:
 - (a) a legal entity whose principal objects are similar to the Association's objects and whose Constitution prohibits the distribution of any of its income or property to its members; or
 - (b) if it is not reasonably possible for the Association to pay or transfer the Association's property to a legal entity referred to in paragraph (a), the Association may pay or transfer the Association's property to any public educational institution or body nominated by the Association.

Schedule 2
(Rule 29 (9))
FORM OF APPOINTMENT OF PROXY – AGM (Year)

I,.....
(full name)

of.....
being a financial member of Friends of NERAM Inc., hereby appoint

.....
(full name)

of.....

also being a financial member of Friends of NERAM Inc. as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on *(day and date)* and at any adjournment of that meeting.

My proxy is authorized to vote in favour of or against as he/she sees fit, any resolutions pertaining to the election of a new committee for Friends of NERAM Inc. and any other resolutions that are proposed during the course of the meeting.

.....
(signature of member appointing proxy)

.....
(date)

NOTE:

1. A proxy vote may not be given to a person who is not a financial member of Friends of NERAM Inc. (Rule 29(7)).
2. Completed proxies may be mailed, emailed or delivered to NERAM in person at 106 - 114 Kentucky St Armidale, during office hours. Mail to: The Secretary, Friends of NERAM Inc., PO Box 508 Armidale, NSW, 2350, or email to friends@neram.com.au by **(Time and date)**.
3. The Secretary must receive completed proxies at least 24 hours prior to the meeting in order to be valid (Rule 29(8)). Rule 29(6) states: "All votes must be given personally or by proxy but no member shall hold more than five (5) proxies".

Schedule 3
(Associations Incorporation Regulation 2016, Schedule 3)
CONDUCT OF POSTAL OR ELECTRONIC BALLOTS

1. Ballots

- (1) The committee must:
 - (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
 - (b) fix the dates for:
 - (i) the forwarding of postal ballot papers, or the giving of access to electronic ballot papers, to members, and
 - (ii) the closing of the ballot, and
 - (iii) appoint a returning officer for the ballot.
- (2) Every ballot must be conducted by the returning officer appointed by the committee.

2. Returning officers

- (1) A member of the association or a person who is not a member of the association may be appointed as a returning officer.
- (2) Despite subclause (1), a committee member of the association may not be appointed as a returning officer.
- (3) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3. Preparation of voting roll

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

4. Electronic voting

- (1) This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.
- (2) Electronic voting is to be by means of email or other electronic means determined by the committee.
- (3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- (4) The returning officer must ensure that the form for the electronic ballot paper contains:
 - (a) instructions for completing the voting paper, and
 - (b) the question to be determined, and
 - (c) the means of indicating the voter's choice on the question to be determined.
- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
 - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
 - (b) access to information about:

- (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) if voting is by email—the address where the ballot paper is to be returned, and
 - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
 - (7) If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
 - (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
 - (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

5. Postal voting

- (1) This clause applies to a ballot for the determination of a matter by the association that is to be conducted by means of postal voting.
- (2) The returning officer must prepare ballot papers that contain:
 - (a) instructions for completing the voting paper, and
 - (b) the question to be determined, and
 - (c) a box opposite and to the left of each question.
- (3) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
 - (a) a ballot paper prepared in accordance with this clause, and
 - (b) a notice describing:
 - (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) the address where the ballot paper is to be returned, and
 - (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member and, if the ballot is a secret ballot, an envelope marked “Voting Paper”.
- (4) Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- (5) If the ballot is a secret ballot, a voter must, after completing the ballot paper:
 - (a) enclose and seal the ballot paper in the envelope marked “Voting Paper”, and
 - (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, and
 - (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (6) If the ballot is not a secret ballot, a voter must, after completing the ballot paper:
 - (a) enclose and seal the ballot paper in the returning envelope addressed to the returning officer, and
 - (b) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (7) On receipt of a returning envelope, the returning officer must:
 - (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
 - (b) ensure that the ballot papers are securely stored until the counting of the

votes begins.

- (8) A voter may give a returning envelope to the returning officer by post or personal delivery.

6. Informal votes

- (1) A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- (2) Despite subclause (1), if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.
- (3) If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.

7. Ascertaining result of ballot

- (1) As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
 - (a) in the case of a secret ballot, open the envelopes marked "Voting Paper" and remove the ballot papers, and
 - (b) in the case of any ballot, reject as informal any ballot papers that do not comply with the requirements of this Regulation, and
 - (c) ascertain the result of the ballot by counting the votes not rejected.
- (2) As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:
 - (a) review all information and reports about the electronic ballot, and
 - (b) reject as informal any votes that do not comply with the requirements of this Regulation, and
 - (c) ascertain the results of the electronic ballot.

8. Statement by returning officer

- (1) The returning officer must make out and sign a statement of the result of the ballot.
- (2) On the declaration of the returning officer of the result of the ballot, the committee must cause an entry to be made in the minute book showing the result of the ballot.
- (3) The returning officer must forward a copy of the statement to the chairperson of the committee who must announce the result of the ballot at the next general meeting.

9. Notification of result of ballot for special resolutions

- (1) In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

10. Retention of ballot papers

- (1) The returning officer must retain:
 - (a) all ballot papers, and
 - (b) all rejected returning envelopes relating to postal voting, and
 - (c) all records relating to electronic voting (whether formal or otherwise), and
 - (d) all rolls,used in connection with the conduct of the ballot, in accordance with this clause.
- (2) The returning officer must retain those items in secure storage for a period of not

less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the committee to retain those items for a longer period.

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