

Constitution of
Clan Buchanan Society International (Oceania)
Incorporated

Under the New South Wales Associations Incorporation Act 2009

Constitution adopted 15 May 2021, Inaugural CBSI(Oceania) establishment meeting

Incorporation approved in New South Wales <#> <date>

Amendments: <date>

Part 1 - Preliminary	4
1. Definitions	4
Part 2 - Objectives and powers	5
2. Objectives.....	5
3. Powers.....	5
Part 3 - Membership.....	6
4. Membership (General)	6
4.1 Membership Eligibility.....	6
4.2 Membership Categories	6
4.3 Application for Membership	7
4.4 Application Approval/Rejection Process	7
4.5 Cessation of Membership	8
4.6 Membership entitlements not transferable.....	8
4.7 Resignation of Membership	8
4.8 Expulsion of a Member	8
4.9 Register of Members.....	9
4.10 Membership Fees.....	9
4.11 Members' Liabilities	10
4.12 Membership Materials.....	10
4.13 Property Interest	10
5. Disciplining of Members	10
Part 4 - Committee	11
6. Powers of the Committee.....	11
7. Composition and Membership of Committee.....	11
8. Office Bearers of the Association	11
9. Duties of Office Bearers.....	11
10. Vacancies.....	13
11. Term Lengths	13
12. Removal of Committee Members	13
13. Committee Meetings and Quorum.....	13
14. Appointment of Association Members as Committee Members to constitute Quorum	14
15. Use of Technology at Committee Meetings	14
16. Sub-Committees.....	14
17. Delegation by Committee to Sub-Committee	15
18. Voting and Decisions	15
Part 5 - Nomination and Election of Committee	16
19. Election of Committee Members	16
20. Casual Vacancies	16
Part 6 - Appointment of Officials	17
21. Appointed Officials.....	17
21.1 Roles of Appointed Officials	17
21.2 Reporting by Appointed Officials	17

21.3	Removal of Appointed Officials.....	17
Part 7 - General Meetings and Annual General Meetings.....		18
22.	Annual General Meetings – Holding of.....	18
23.	Annual General Meetings - Calling of and Business at.....	18
24.	Notice.....	18
25.	Quorum for General Meetings or Annual General Meetings	18
26.	Presiding Member.....	19
27.	Adjournment	19
28.	Making of Decisions	19
29.	Special Resolutions.....	20
30.	Voting.....	20
31.	Proxy Votes Not Permitted	20
32.	Postal or Electronic Ballots	20
33.	Use of Technology at General Meetings or Annual General Meetings	20
34.	Special General Meetings - Calling of	20
Part 8 - Gathering of the Clan		21
35.	Holding of a Gathering of the Clan	21
Part 9 - Right of Appeal and Dispute Resolution.....		21
36.	Right of Appeal	21
37.	Resolution of Disputes.....	21
Part 10 - Miscellaneous		22
38.	Insurance.....	22
39.	Indemnification.....	22
40.	Funds - Source.....	22
41.	Funds - Management.....	22
42.	Association is Non-Profit	23
43.	Distribution of Property on Winding up of Association	23
44.	Change of Name, Objects and Constitution	23
45.	Custody of Books etc	23
46.	Inspection of Books etc	23
47.	Service of Notices.....	24
48.	Financial Year.....	24

Part 1 - Preliminary

1. Definitions

In this constitution:

- (a) The **Association** means the **Clan Buchanan Society International (Oceania) Incorporated**.
- (b) The **Clan Buchanan Society International (Oceania) Incorporated** is the organisation for the Clan Buchanan in Oceania registered in Australia. It is the representative organisation for the Oceania region of the Clan Buchanan Society International Incorporated.
- (c) The **Oceania region** comprises all States and Territories of Australia, New Zealand, Papua New Guinea, and the South Pacific nations.
- (d) The **CBSI** is the **Clan Buchanan Society International Inc.**, which is the international organisation for Clan Buchanan registered in the United States of America.
- (e) **Executive** means the governing body of the Clan Buchanan Society International (Oceania) Inc. represented by the Committee of the Association.
- (f) **Committee** means the body of persons nominated and elected to represent the Association and includes, but is not limited to; office bearers, regents and co-regents.
- (g) **Ordinary committee member** means a member of the Committee who is not an Office Bearer of the Association.
- (h) **Secretary** means:
 - (i) the person holding office under this constitution as Secretary of the Association, or
 - (ii) if no such person holds that office - the Public Officer of the Association.
- (i) **Meetings**
 - (i) **Annual General Meeting** means a General Meeting of the Association that is held annually in accordance with the constitution.
 - (ii) **General Meeting** means a meeting of the Association other than an Annual General Meeting that is attended by members of the association.
 - (iii) **Committee Meeting** means a meeting that is convened by the Regional Director and attended by committee members for the purpose of administration and management of the association.
 - (iv) **Special General Meeting** means a general meeting of the Association other than an Annual General Meeting or a General Meeting.
- (j) **The Act** means the New South Wales' *Associations Incorporation Act 2009*.
- (k) **The Regulation** means the New South Wales' *Associations Incorporation Regulation 2016*.
- (l) In this constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty, and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
 - (iii) The provisions of the New South Wales' *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 - Objectives and powers

2. Objectives

The objectives of the Association are:

- (1) To foster and promote understanding and good fellowship among descendants of the peoples of Scotland, and
- (2) To study, preserve, and promote the culture, customs, and traditions of the people of Scotland, especially with regard to the Clan Buchanan, and
- (3) To foster and promote the Association by initiating goals and objectives consistent with our heritage and the desires of the membership.

3. Powers

The Association shall have the following powers:

- (1) To make policies to assist in the effective governance of the Association, and
- (2) To affiliate and liaise with any organisation that will further the objects and purposes of the Association, and
- (3) To take such steps as the Committee or the members in a General Meeting or Annual General Meeting may from time to time deem expedient for the purposes of raising funds or procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise, for the furtherance and attainment of the Association's objectives, and
- (4) To accept any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association, and
- (5) To borrow or raise money in such manner as the Committee may think fit or as may be approved or directed by resolution passed at a General Meeting or an Annual General Meeting, and to secure the repayment of money so raised or borrowed or the payment of any other debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association, and
- (6) To buy, sell, supply and deal in all kinds of goods, equipment or provisions required by the Association or by members or persons participating in the activities of the Association, and
- (7) To print and publish such newsletters, periodicals, books, leaflets or other documents as the Committee or the members in General Meeting or Annual General Meeting may think desirable for the promotion of the objects and purposes of the Association and to maintain a library for the use of members, and
- (8) To arrange, promote, conduct and direct outings, excursions and social activities, and
- (9) To purchase, take on lease or in exchange, and hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association, and
- (10) To establish, support, or aid in the establishment or support of, any other Association or other body formed for any objects consistent with the objects or purposes of the Association, and
- (11) To do all such things consistent with the above provisions as are incidental or conducive to the attainment of the objects or purposes and the exercise of the powers of the Association.

Part 3 - Membership

4. Membership (General)

4.1 Membership Eligibility

- (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, and
 - (c) the person is eighteen years of age or older, and
 - (d) The person:
 - (i) bears the surname Buchanan in any of its various forms and spellings, or of any of the affiliated family or sept names of the Clan Buchanan, by birthright or descent from paternal or maternal lineage, or by marriage, or
 - (ii) has been accepted into the Clan by the Clan Chief, or
 - (e) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association, or
 - (ii) in the case of an Association that is amalgamated to form the relevant Association - a member of that other Association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an Association - a member of the registrable corporation immediately before that entity was registered as an Association,

or

- (f) the person is taken to be a member of the Association if 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.

4.2 Membership Categories

- (1) The Association's membership shall consist of the following categories:
 - (a) Patrons
 - (b) Ordinary Members
 - (c) Honoured Life Members
 - (d) Honorary Members
 - (e) Affiliate Members
- (2) **Patrons:** The Committee may elect and appoint a patron or patrons to the Association to support the ethos and objectives of the Association.
- (3) **Ordinary Members:** Members shall be subject to payment of dues; shall have one vote; shall have the right to hold elective and/or appointive office; and shall have the privilege of attending all functions of the Association. Members must be at least eighteen years of age.
- (4) **Honoured Life Membership:** The Committee may recommend to the membership from time to time, members who have, over a period of years, performed outstanding service to the Association. Upon such recommendation and with the approval of the membership at the Annual General Meeting, such persons will be awarded Honoured Life Membership

of the Association. The payment of annual dues shall cease upon being elected to the position of Honoured Life Member with all the rights as indicated as an ordinary member being available to an Honoured Life Member.

- (5) **Honorary Membership:** The Committee may from time to time grant an Honorary Membership to an individual. An Honorary Membership may be conferred for a period or for life to a person who is a community leader*, or a person of distinguished position or attainment who shares the objectives and ideals of the Association.
- (a) The Committee may nominate and approve an honorary membership.
 - (b) A person may apply for honorary membership.
 - (c) An honorary member has all the rights and liabilities of an ordinary member except those of holding office and voting rights.
 - (d) An honorary member is not exempt from paying costs associated with attendance at functions or events, such as meals, drinks, entrance fees or subscriptions that ordinary members would be expected to pay.

* Notes:

A community leader includes, but is not limited to Clan Chiefs, Clan Chieftains, Patrons, Governor-General, State Governors, Politicians, eminent persons, members of overseas organisations equivalent to the CBSI. Organisations with similar objectives may be granted this membership.

- (6) **Affiliate Membership:** The Committee may from time to time approve an Affiliate Membership to a person or an association or a society.
- (a) Any person, association or society which supports the objectives of the Association may apply to be an affiliate member.
 - (b) The procedure for affiliation shall follow the procedure for admission of an ordinary member.
 - (c) Upon affiliation being approved, a society or association shall be entitled to appoint a delegate to the Association.
 - (d) Affiliate members do not have the right to hold office within the Association or to vote, but have all the other rights and liabilities of an ordinary member.

4.3 Application for Membership

An application by a person for membership of the Association:

- (1) must be made in writing (including by email or other electronic means, if the committee so determines) in a form determined by the Committee, and
- (2) must be lodged (including by electronic means, if the Committee so determines) with the Membership Secretary of the Association.

4.4 Application Approval/Rejection Process

- (1) As soon as practicable after receiving a new or renewal application for membership, the Membership Secretary will review the application and, unless there are underlying reasons for rejection, shall approve the application.
- (2) If the Membership Secretary deems that a new or renewal application for membership should not be approved it shall be referred to the Committee, which will determine whether to approve or reject the application.
 - (a) Approval of the application will require a majority vote of those members of the Committee present at a meeting in accordance with the constitution.

- (b) If the application is rejected, the applicant will be notified by letter stating the reason for denial of membership and any fees received, returned to the applicant.
 - (c) If additional information is provided by the applicant, it may receive reconsideration.
- (3) As soon as practicable after approving the application, the Membership Secretary must notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the membership is approved.
- (4) If the application is approved, and the annual membership fee has not already been tendered in escrow, the applicant is required to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member for the annual membership fee.
- (5) The Membership Secretary must, on payment by the applicant of the amounts referred to in clause (4) (within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.

4.5 Cessation of Membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 4.9 within 12 months after the fee is due.

4.6 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.

4.7 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 one 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.

4.8 Expulsion of a Member

- (1) Any member may have his or her membership terminated by the Committee when, in its judgment, it would serve the best interest of the Association.
- (2) The member involved shall be given an opportunity to be present and be heard at the meeting at which his or her removal is considered.

- (3) If no defence is presented, or if an extension of time for the hearing is not requested in writing, the complaint will be considered to be accepted as true by the charged.
- (4) Upon acceptance of a plea of guilty, overt or implied, the defendant shall comply with the directives set forth by the Committee. When the conditions set by the Committee are met the Committee will close the case and seal the records permanently. Such records will be kept by the Secretary.
- (5) The member involved can appeal the Committee's decision under clause 36.

4.9 Register of Members

- (1) The Membership Secretary 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. The membership secretary shall also record permission or refusal for the member's details to be made available to other members upon request.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to 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.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

4.10 Membership Fees

- (1) A member of the Association must, on admission to membership, pay to the Association an annual fee as determined by the Committee for each or any category of membership.
- (2) Membership renewals fall due on the first of January each year.
- (3) Membership fees shall be set by the Committee no later than 1 October of each year for the succeeding year. The new dues shall become effective on 1 January of the succeeding year. If no action is taken the dues payable will continue as currently set.

* Note:

There are no additional joining fees to the annual fee.

4.11 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 4.9.

4.12 Membership Materials

Membership materials shall be made available by electronic means as determined by the Committee.

4.13 Property Interest

In the event of cessation of membership for any reason, said member's interest in the property of the Association shall cease.

5. 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, 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 36.
- (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 36,whichever is the later.

Part 4 - Committee

6. Powers of the Committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in a General Meeting or Annual 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 those functions that are required by this constitution to be exercised by a General Meeting or Annual 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 necessary or desirable for the proper management of the affairs of the Association.
- (2) The Committee shall have the authority to determine and define the Association's geographical chapters and districts.
- (3) All contracts or other binding agreements must be authorized and approved in advance by the Committee.

7. Composition and Membership of Committee

The Committee is to consist of:

- (a) elected Office Bearers
- (b) Ordinary Committee Members
- (c) Regents and Co-Regents
- (d) The Chief of the Clan or designate, ex officio
- (e) The President of the CBSI or designate, ex officio.

8. Office Bearers of the Association

- (1) The elected Office Bearers of the Association shall be:
 - (a) Regional Director - Stiùiriche Roinneil
 - (b) Deputy Regional Director - Leas-Stiùiriche Roinneil
 - (c) Secretary-Runaire
 - (d) Treasurer – Ionmhasair
 - (e) Membership Secretary - Rùnaire Ballrachd
 - (f) Public Officer - Oifigear Poblach.
- (2) Office Bearers may hold one or more elected office positions at a time (other than both the offices of Regional Director and Deputy Regional Director).

9. Duties of Office Bearers

- (1) The **Regional Director** shall:
 - (a) Preside at all meetings of the Association and the Committee.
 - (b) Be an ex-officio member of all committees and sub-committees with the power to vote on any question before them.
 - (c) Fulfil all the requirements, roles and responsibilities placed upon the Regional Director by the constitution.
- (2) The **Deputy Regional Director** shall:

In the absence of the Regional Director, assume the roles and responsibilities of the Regional Director.

- (3) The **Secretary** shall:
- (a) Provide notifications and correspondence to members, stakeholders and other persons or institutions as directed by the Committee.
 - (b) Keep minutes (whether in written or electronic form) of:
 - (i) all appointments of office-bearers and members of the Committee, and
 - (ii) the names of members of the committee present at a Committee Meeting, a General Meeting or Annual General Meeting, and
 - (iii) all proceedings at Committee Meetings, Annual General Meetings and General Meetings.
 - (c) Transcribe and distribute the minutes of all meetings to the Committee in a timely manner.
 - (d) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
 - (e) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (d).
 - (f) Maintain the Constitution and all official records of the Association.
 - (g) Receive and forward all correspondence to the appropriate Association officer for action.
 - (h) As soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (4) The **Membership Secretary** shall:
- (a) Maintain a membership list to include appropriate information requested on the application and in such a manner as to be readily accessible by the committee.
 - (b) Send materials to prospective members, as requested.
 - (c) Prepare and present a regular membership report to the Committee.
 - (d) Prepare and present an annual membership report to members of the Association.
 - (e) Establish procedures for securing membership renewals.
 - (f) Maintain the privacy of the Association's membership list. Release of the membership list must be approved by the Regional Director.
- (5) The **Treasurer** shall:
- (a) Ensure 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.
 - (c) Prepare and present an annual finance report to the members of the Association.
 - (d) Prepare and present a regular finance report to the Committee.
 - (e) Fulfill all the requirements and duties placed upon him or her by the Constitution.
 - (f) Prepare and present a draft annual budget for the Association.
 - (g) Where required, file the appropriate tax returns for the Association.

10. Vacancies

- (1) In the event of a vacancy in the office of Regional Director by resignation, death or otherwise, the Deputy Regional Director shall accede to the office of Regional Director until as such time, that a replacement Regional Director is elected.
- (2) In the event of a vacancy in the offices of Regional Director and Deputy Regional Director at the same time, the order of succession of the office of Regional Director shall be the order of listing as detailed in clause 8.
- (3) In the event of a vacancy in any other office, for any reason, the Committee shall appoint a qualified Association member to fill such vacancy for the remainder of the term thereof.

11. Term Lengths

- (1) 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.
- (2) All elected officers shall serve a term of one year. The maximum number of years an officer may serve in the same office without a break is six years. If the officer was appointed to fill an uncompleted term their six years will begin with their first general election. The term for each elected officer will begin on the date of being successfully elected to the position at the Annual General Meeting.
- (3) The Executive positions of Treasurer and Secretary are exempt from the consecutive term rule. Individuals may serve in those offices as long as they are re-elected and they are willing to continue to serve.
- (4) This section does not prohibit any elected officer from being elected to a different office after their term is completed.

12. Removal of Committee Members

- (1) The Association in a General Meeting may by resolution remove any member of the Committee from the office that the member held before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Regional Director (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Regional Director 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.
- (3) The member to whom a resolution to remove as a member of a Committee has been agreed to by a General Meeting shall have a right to the dispute resolution process under Clause 37.

13. Committee Meetings and Quorum

- (1) The Committee must meet at least three times in each period of 12 months at the place and time that the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the Regional Director or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- (4) 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.
- (5) The Quorum for a Committee Meeting shall be a majority of the Office Bearers, Ordinary Committee Members and Regents and Co-Regents.
- (6) No item of business is to be transacted at a Committee Meeting unless a quorum of members entitled under the constitution to vote are present during the time the meeting is considering that item.
- (7) If, within half an hour of the time appointed for the commencement of the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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 Regional Director or, in the Regional Director's absence, the Deputy Regional Director is to preside, or
 - (b) if the Regional Director and the Deputy Regional Director 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.

14. 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 20 applies.

15. Use of Technology at Committee Meetings

- (1) A committee meeting may be held at two 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.

16. Sub-Committees

There shall be such sub-committees as from time to time determined by the Committee, which may include, but not be limited to the following:

- (a) Regional Committees
- (b) Constitution
- (c) Financial
- (d) Nominations and Elections
- (e) Technology and Social Media
- (f) Editorial-Publishing

- (g) Historical-Archival
- (h) Genealogy
- (i) Conveners and Festivals
- (j) Merchandising
- (k) Promotions
- (l) Marketing
- (m) Fundraising.

17. Delegation by Committee to Sub-Committee

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

18. Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each Office Bearer and Ordinary Committee 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) Ex Officio members of the Committee or of any Sub-Committee do not have a vote.
- (4) Subject to clause 13 (5), the Committee may act despite any vacancy on the Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

Part 5 - Nomination and Election of Committee

19. Election of Committee Members

- (1) Nominations of candidates for election as Office Bearers or as Ordinary Committee Members of the Association:
 - (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) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Office Bearers and Ordinary Committee Members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an Office Bearer or as an Ordinary Committee Member of the Association must be a member of the Association.

20. 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 12, 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.

Part 6 - Appointment of Officials

21. Appointed Officials

- (1) The Committee may make such other appointments of officials of the Association from time to time for the efficient administration of the Association.
- (2) If not a member of the Association, the Appointed Official shall take the necessary steps to become a member.

21.1 Roles of Appointed Officials

- (1) The duties of all appointed Officials shall be determined by the Committee.
- (2) The Appointed Officials of the Association may include, but are not limited to the following roles:
 - (a) Regents and Co-Regents
 - (b) Editor
 - (c) Event Convenors
 - (d) Quartermaster
 - (e) Information Technology Director
 - (f) Genealogist(s)
 - (g) Historian-Archivist
 - (h) Chaplain
 - (i) Legal Counsel.

21.2 Reporting by Appointed Officials

All Appointed Officials shall report directly to the Committee.

21.3 Removal of Appointed Officials

- (1) The Committee may by resolution remove any Appointed Official.
- (2) If the Committee removes an Appointed Official, 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 36.
- (3) The removal 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 36,whichever is the later.
- (4) If an Appointed Official to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Regional Director (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the Regional Director 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 Committee meeting at which the resolution is considered.

Part 7 - General Meetings and Annual General Meetings

22. Annual General Meetings – Holding of

- (1) The Association must hold its inaugural Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meeting:
 - (a) Within six 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.

23. Annual General Meetings - Calling of and Business at

- (1) The Annual General Meeting of the Association is, subject to the Act, to be convened on such date and at such place and time as 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 last 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 such in the notice convening it.

24. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting or Annual 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 or Annual 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 or Annual 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 or Annual 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 or Annual 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 23 (2).
- (4) A member desiring to bring any business before a General Meeting or Annual 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 or Annual General Meeting given after receipt of the notice from the member.

25. Quorum for General Meetings or Annual General Meetings

- (1) No item of business is to be transacted at a General Meeting or Annual 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) The Quorum shall be established of no less than the majority of Office Bearers, Committee members, Regents and Co-Regents plus one.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting or Annual General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

26. Presiding Member

- (1) The Regional Director or, in the Regional Director's absence, the Deputy Regional Director is to preside as chairperson at each General Meeting or Annual General Meeting of the Association.
- (2) If the Regional Director and Deputy Regional Director are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

27. Adjournment

- (1) The chairperson of a General Meeting or Annual 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 or Annual 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 Annual General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28. Making of Decisions

- (1) A question arising at a General Meeting or Annual General Meeting of the Association is to be determined by either:
 - (a) a show of hands or, if the meeting is one to which clause 34 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.

29. Special Resolutions

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

30. Voting

- (1) On any question arising at a General Meeting or Annual 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 or Annual 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 or Annual 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 or Annual General Meeting of the Association if the member is under 18 years of age.

31. Proxy Votes Not Permitted

Proxy voting must not be undertaken at or in respect of a General Meeting or Annual General Meeting.

* Note:

Schedule 1 of 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 or Annual General Meetings.

32. Postal or Electronic Ballots

- (1) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 36 or dispute under clause 37).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

33. Use of Technology at General Meetings or Annual General Meetings

- (1) A General Meeting or Annual General Meeting may be held at two or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a General Meeting or Annual 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.

34. Special General Meetings - Calling of

- (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 1% 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 one 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 three 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.

Part 8 - Gathering of the Clan

35. Holding of a Gathering of the Clan

- (1) A Gathering of the clan may be held at the discretion of the Committee.
- (2) The date, site and time of the Gathering of the Clan will be set by the Committee with a majority vote of the members participating in a noticed meeting.
- (3) The Annual General Meeting may be included in this gathering.

Part 9 - Right of Appeal and Dispute Resolution

36. Right of Appeal

- (1) A member may appeal to the Association in a General Meeting against a resolution of the committee under clauses 4.7, 5 or 21.3 within seven 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.

37. 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, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three 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.

Part 10 - Miscellaneous

38. Insurance

The Association shall effect and maintain insurance.

39. Indemnification

To the full extent permitted by law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Association, or that he or she is or was serving at the specific request of the Committee of the Association as a director, officer, employee or agent of another society, corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Association against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another society, corporation, partnership, joint venture, trust, or agent of another enterprise shall apply only to the extent such person is not indemnified by such other society, corporation, partnership, joint venture, trust, or other enterprise; and provided further, that said person:

- (a) Acted in good faith.
- (b) Received no improper or illegal personal benefit.
- (c) Reasonably believed that his or her actions and conduct were in the best interest of the Association; or that said person's actions and conduct were not opposed to the best interests of the Association.

The indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, agent, or trustee and shall inure to the benefit of the heirs, executors and administrators of such person arises out of matters occurring before the adoption of this section.

40. Funds - Source

- (1) The funds of the Association are to be derived from sale of goods and services, entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in a General Meeting or Annual General Meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41. Funds - Management

- (1) Subject to any resolution passed by the Association in a General Meeting or Annual 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) A proportion of these funds is payable to the CBSI for the administration and management of the CBSI internationally, with the annual amount to be determined in consultation between the Association and CBSI.

- (3) All Association cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee of the Association, being members authorised to do so by the Committee.

42. 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.

43. Distribution of Property on Winding up of Association

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of 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.

44. Change of Name, Objects and Constitution

An application to the New South Wales Department of Fair Trading for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

45. Custody of Books etc

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.

46. Inspection of Books etc

- (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, General Meetings and Annual General Meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub-clause (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.

47. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48. 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 48 for certain associations incorporated under the *Associations Incorporation Act 1984*.