

**NAMBUCCA HEADS  
MENS SHED INC**

**CONSTITUTION**

**July 2012**

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## Part 1 – Preliminary

### *Name*

The Shed shall be known as Nambucca Heads Mens Shed Inc.

### *Objects*

The objects of the Shed are to advance the health and well-being of our members by providing a safe and happy environment where skilled and unskilled men can, in the company of other men,

1. Pursue hobbies, pastimes and interests
2. Learn new skills, practice and pass on old skills
3. Learn about their own and other men's health and well-being
4. By their efforts, contribute to their families, their friends, the Shed and their community
5. Mentor younger men

### *Not for Profit*

The Shed is a not-for-profit association and accordingly:

The assets and income of the Shed shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Shed except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

### *1. Definitions*

**Shed** means: Nambucca Heads Men's Shed Inc.

**Office Bearers** means: President, Secretaries (Public Officer) and Treasurer.

**Director-General** means: the Director-General of the Department of Services, Technology and Administration.

**Ordinary Committee Member** means: a member of the committee who is not an office-bearer of the Shed.

**Secretary** means:

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

**Committee** means: office bearers and elected ordinary committee member/s.

**Committee Meeting** means: a meeting at which only members of the committee are present.

**General Meeting** means: a meeting of all of the Shed members including an annual general meeting.

**Special General Meeting** means: a general meeting of the Shed other than an annual general meeting.

**Quorum:** means the minimum number of members required for a meeting to proceed.

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

***The Regulation*** means: the *Associations Incorporation Regulation 2010*.

- (2) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **2. *Membership generally***

- (1) A person is eligible to be a member of the Shed if:
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the Shed in accordance with clause 5.
- (2) A person is taken to be a member of the Shed if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as 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.
- (3) A person is taken to be a member of the Shed 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.

### **3. *Membership qualifications***

- (1) Membership of the Shed is open to individuals, agencies or organisations concerned with mens issues in our community who support the Sheds **OBJECTS** (see **Preliminary Page 3**).
- (2) A member may be a natural person, an incorporated or unincorporated association, or an agency or department of government.
- (3) A member must be nominated for membership of the Shed as provided by Rule 5 and must be approved for membership of the Shed by the Committee.

### **4. *Classes of Membership***

- (1) Individual membership – open to natural persons who do not represent a corporate member
- (2) Corporate membership – open to incorporated or unincorporated organisations, and agencies or departments of government. A corporate member must nominate a natural person to vote on their behalf at Shed meetings. A corporate member may vary that appointment by written notice to the Secretary of the Shed
- (3) Sponsor membership – open to individuals or organisations who desire to sponsor the Shed or its activities.

### **5. *Nomination for membership***

A nomination for membership of the Shed:

- (1) must be made by a member of the Shed in writing in the form set out in Appendix 1 to these rules, and
- (2) must be lodged with the Secretary of the Shed.

- (3) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (4) As soon as practicable after the Committee makes that determination, the Secretary must:
  - a. notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - b. if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member an entrance fee and annual subscription (pro rata).
- (5) The Secretary must, on payment by the nominee of the amounts referred to in Rule 10. (1.) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Shed.

## **6. *Cessation of Membership***

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

- (1) dies, or
- (2) resigns membership, or
- (3) does not pay any monies due to the Shed for fees, subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment or
- (4) is expelled from the Shed.

## **7. *Membership entitlements not transferable***

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

- (1) is not capable of being transferred or transmitted to another person or organisation, and
- (2) terminates on cessation of the membership of that person or organisation.

## **8. *Resignation of Membership***

A member of the Shed is not entitled to resign that membership except in accordance with this rule.

- (1) A member of the Shed who has paid all amounts payable by the member to the Shed in respect of the member's membership may resign from membership of the Shed by first giving to the Secretary written notice of at least one month (or such other period as 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 Shed ceases to be a member under Rule 8.1. and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. *Register of Members***

- (1) The public officer of the Shed must establish and maintain a register of members of the Shed specifying the name and postal or residential address of each person who is a member of the Shed together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Shed, or
  - (b) if the Shed has no premises, at the Shed's official address.

- (3) An extract with all members' names and membership status will be available for inspection, free of charge, to any member of the Shed at any reasonable hour.
- (4) If the reason is considered bona fide by the committee and a written request has been received by a member, the Public Officer may provide a copy of any part of the full register on payment of a fee per page as decided by the committee (except in the circumstances of Clause 5 below).
- (5) But if a particular member requests that any other information contained on the full register about that member (other than the member's name) not be available for inspection, that information must not be made available for inspection. In extenuating circumstances, the Public Officer may contact such member at a reasonable hour to obtain his/her approval for the disclosure of this information.
- (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 Shed or other material relating to the Shed, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

### **10. Fees and subscriptions**

- (1) A member on admission will be required to pay the fee to the Shed of an amount decided upon by the Committee. A period of 3 months' probation will be entered into as per the application form and if this person resigns or leaves the Shed within this 3 month period, the fee shall be refunded.
- (2) This fee will not be refunded after a period of 3 months from date of joining the shed.
- (3) The Committee shall set annual subscriptions for each class of membership which shall become due and payable on the 1st of July in each year.
- (4) With persons joining during the year, the membership fee will be adjusted pro rata.

### **11. Members' Liabilities**

The liability of a member of the Shed to contribute towards the payment of the debts and liabilities of the Shed or the costs, charges and expenses of the winding up of the Shed is limited to the amount, if any, unpaid by the member in respect of membership of the Shed as required by clause 10.

### **12. Resolution of Disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Shed, or a dispute between a member or members and the Shed, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

### **13. Disciplining of Members**

- (1) A complaint may be made to the committee by any person that a member of the Shed:
  - (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 Shed.

- (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 Shed or suspend the member from membership of the Shed 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 14.
- (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 Shed confirms the resolution under clause 14, whichever is the later.

#### ***14. Right of appeal of disciplined member***

- (1) A member may appeal to the Shed in general meeting against a resolution of the committee under clause 13, 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 Shed to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Shed 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 Shed.



## **Part 3 - The Committee**

### **15. Powers of the committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Shed in general meeting, the committee:

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

### **16. Composition and membership of committee**

The committee is to consist of:

- (1) the office-bearers of the Shed, and
- (2) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the Shed under clause 17.
- (3) The total number of committee members is to be at least 7.
- (4) The office-bearers of the Shed are as follows:
  - a. the president,
  - b. the treasurer,
  - c. the secretary. (possibly the position will be shared by 2 members as determined by the Committee)
- (5) A committee member may hold up to 2 offices (other than both the president and any other office).
- (6) No one person may hold any particular office for more than three consecutive years but may nominate for re-election to any office after an interval of at least one year. This rule may be subject to change due to extenuating circumstances eg decrease of Shed membership – such alteration is at the discretion of the members at that particular time.
- (7) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Shed to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
  - a. Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### **17. Election of Committee Members**

- (1) Nominations of candidates for election as office-bearers of the Shed or as ordinary committee members:
  - (a) must be made in writing, signed by 2 members of the Shed 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 Shed 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 such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Shed must be a member of the Shed.

#### **18. *Secretary/Public Officer***

- (1) The secretary of the Shed must, as soon as practicable after being appointed as secretary, lodge notice with the Shed of his or her address.
- (2) It is the duty of the minute secretary to keep minutes of:
  - a. all appointments of office-bearers and members of the committee, and
  - b. the names of members of the committee present at a committee meeting or a general meeting, and
  - c. all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at all meetings, as the last matter of business must be read back to all members present. If the minutes are agreed to be a true and correct record, the chairperson will then sign off before closing the meeting.
- (4) If necessary 2 secretaries may be elected one to handle minute taking and filing of documents and one to handle computer communications and document creation.
- (5) The position of Public Officer can be held by any member of the committee but must be registered with the Department of Fair Trading NSW as the Public Officer. This person must lodge as soon as possible after the holding of the annual general meeting to send the appropriate form 'Annual Summary of Financial Affairs' to the NSW Fair Trading.

#### **19. *Treasurer***

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

- (1) that all money due to the Shed is collected and received and that all payments authorised by the Shed are made, and

- (2) that correct books and accounts are kept and showing the financial affairs of the Shed, including full details of all receipts and expenditure connected with the activities of the Shed.
- (3) A financial statement is to be presented at general and annual general meetings.

## **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 Shed to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of 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 Shed, or
  - (c) 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 21, 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.

## **21. *Removal of committee members***

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

## **22. *Committee meetings and quorum***

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously

agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (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) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) 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.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the secretary is to preside, or
  - (b) if the president and the secretary are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **23. *Delegation by committee to sub-committee***

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Shed as the committee thinks fit) the exercise of such of the functions of the committee as 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

**24. *Voting and decisions***

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.
- (5) A Committee member who has a conflict of interest in any matter before the Committee must disclose that interest and must abstain from any discussion or vote on that matter.
- (6) Voting by proxy is permitted as per clause 35.

## **Part 4 - General meetings**

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

- (1) The Shed must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Shed must hold its annual general meetings:
  - (a) within 6 months after the close of the Shed's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **26. *Annual General Meetings - calling of and business at***

- (1) The annual general meeting of the Shed is, subject to the Act and to clause 25, 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 read and reconfirm 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 Shed during the last preceding financial year,
  - (c) to elect office-bearers of the Shed 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.

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

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Shed.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Shed.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **28. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) Notice may be sent via email to the email address of the member which is recorded in the register of members.

## **29. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **30. Presiding member**

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

### **31. *Adjournment***

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Shed stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. *Making of decisions***

- (1) A question arising at a general meeting of the Shed is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Shed, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Shed, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - a. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - b. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **33. *Special resolutions***

A resolution of the Shed is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such members of the Shed as, being entitled under these rules so to do, vote in person, by corporate representative or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (1), if the resolution is passed in a manner specified by the Commissioner.

### **34. *Voting***

- (1) On any question arising at a general meeting of the Shed a member has one vote only.
- (2) All votes must be given personally, by corporate representative or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member, a corporate representative or a proxy is not entitled to vote at any general meeting of the Shed unless all money due and payable by the member, a corporate representative or proxy to the Shed has been paid.



- (5) A member is not entitled to vote at any general meeting of the Shed if the member is under 18 years of age.

**35. *Appointment of proxies***

Each member is to be 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. The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

**36. *Postal ballots***

- (1) The Shed may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **37. Insurance**

The Shed may effect and maintain such insurances as are determined by the Committee

### **38. Register of Tools**

- (1) Tools and Equipment purchased by or donated to the **NAMBUCCA HEADS MENS SHED INC** always remain the property of the Nambucca Heads Mens Shed Inc
- (2) Tools and Equipment, purchased by or donated to the Nambucca Mens Shed Safety and Social Club always remain the property of the Nambucca Mens Shed Safety and Social Club for perpetuity and are on loan to the **NAMBUCCA HEADS MENS SHED INC**.
- (3) Tools and Equipment. On loan from individuals always remains the property of the said individual/s or his or her nominated recipient unless otherwise advised in writing.
- (4) Tools and Equipment on loan from any organisation or company, etc always remain the property of said organisation or company etc unless otherwise advised in writing.
- (5) An Assets Register is to be kept for the following by the Treasurer.
  - a. **NAMBUCCA HEADS MENS SHED INC.**
  - b. Nambucca Mens Shed Safety and Social Club
  - c. Individuals
  - d. Organisations and Companies etc

### **39. Funds - source**

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

### **40. Funds - management**

- (1) Subject to any resolution passed by the Shed in general meeting, the funds of the Shed are to be used in pursuance of the objects of the Shed in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Shed, being members or employees authorised to do so by the committee.

### **41. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the Shed'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.

**42. Custody of books etc**

It is the duty of the minute secretary to keep in his or her custody or under his or her control all records, books and other documents relating to the Shed.

**43. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Shed at any reasonable hour:
  - (a) records, books and other financial documents of the Shed,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Shed.
- (2) A member of the Shed may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee per page as decided by the committee.

**44. 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.

**45. Financial year**

The financial year of the Shed is:

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

#### **46. Winding Up**

An application on the special form for cancellation of the registration must be made to the NSW Fair Trading including the special resolution stating that the Shed approves the cancellation of the registration and the proposed distribution of the property of the Shed remaining after satisfaction of the debts and liabilities of the Shed and the costs charges and expenses of the winding up of the Shed. The distribution is not to be made to or for the benefit of any member, former member or persons but could be made to a like minded Shed or organisation. We reserve the right to nominate the distribution of the property to another organisation in Australia which is a deductible gift recipient for the purposes of any Commonwealth Taxation Act. This distribution must be approved by the Director General of the NSW Fair Trading.

## Appendix 1 Application for Membership

### APPLICATION FOR MEMBERSHIP OF THE NAMBUCCA HEADS MENS SHED

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

Contact information held by the Nambucca Heads Mens Shed will not be divulged to any person or organisation without written approval from the member.

I, .....

[full name of applicant]

of .....

[address]

Phone No: .....

Email address: .....

.....

[occupation if applicable]

hereby apply to become a member of the abovenamed incorporated Shed. In the event of my admission as a member, I agree to be bound by the Constitution and By-Laws of the Nambucca Heads Mens Shed Inc.

.....

*Signature of applicant*

Date

I, .....

[full name]

Being a member of the Shed, nominate the applicant for membership of the Shed.

.....

*Signature of proposer*

Date

I, .....

[full name]

Being a member of the Shed, second the nomination of the applicant for membership of the Shed.

.....

*Signature of seconder*

Date

**Yearly Membership Fee of \$25 must be paid at time of joining.**

**Fees due July 1 and will be adjusted pro rata on a monthly basis.**

**3 months probation applies to all new applicants**

Office Use Only

Admitted

Not Admitted

Date of Decision: .....

