

**Constitution of the Australian Intercollegiate Meat Judging Association**

***Under the Associations Incorporation Act 2009 (NSW)***



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Part 1. - **Preliminary**

1. **Definitions**

1.1. In this Constitution:

**Act** means the *Associations Incorporation Act 2009* (NSW).

**Annual Subscription** means the fee payable by Members of the Association on an annual basis as set by the Committee.

**Application for Membership** includes application for readmission to Membership.

**Association** means Australian Intercollegiate Meat Judging Association Incorporated.

**Body** means, where the context reasonably allows, a club, agricultural or other society or association, educational institution or groups of persons.

**Committee** means the Management Committee of the Association.

**Committee Member** or **Member of the Committee** means a member of the Committee, and in Part 3 and where the context so admits, shall be deemed to include the Office-Bearers.

**Constitution** means the constitution for the time being of the Association.

**Eligible Charity** means a fund, authority or institution:

- (a) if required by the Tax Act, which has objects similar to the objects of the Association;
- (b) whose rules prohibit the distribution of its income among its members; and
- (c) that is eligible for tax deductibility of donations under subdivision 30-B, and sections 30.40(1) or 30.65 of the Tax Act.

**Entrance Fee** means the fee payable for new Members of the Association as set by the Committee.

**General Meeting** means a General Meeting of Members convened in accordance with Part 4.

**Member** means a person who has been admitted as a Member of the Association and where the context allows will include a person admitted to any category of Membership specified in clause 4.4.

**Membership Application Form** means an application made by a person or a Member of the Association in writing in the form set out in Appendix 1 or a membership application in any other form approved by the Committee from time to time.

**Office** means the office of the Association and shall be a place as determined from time to time where records of the Association are to be kept.

**Office-Bearers** means the President, Vice President, Treasurer and Secretary of the Association.

**Ordinary Committee Member** means a Member of the Committee who is not an office-bearer of the Association.

**Person** where the context reasonably permits, includes an individual, a firm or partnership, a company or corporation, or any other legal entity.

**Register of Members** means the register of the Association's Members established and maintained in accordance with the Act.

**Regulation** means the *Associations Incorporation Regulation 2010* (NSW).

**Secretary** means:

- (a) the person holding office under this Constitution as Secretary of the Association; or
- (b) if no such person holds that office - the Public Officer of the Association.

**Special General Meeting** means a General Meeting of the Association other than an Annual General Meeting.

**Special Resolution** is a resolution passed by a majority which comprises not less than seventy-five percent of such Members of the Association as vote at General Meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with this Constitution.

**Tax Act** means the *Income Tax Assessment Act 1997* (Cth).

- 1.2. 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.
- 1.3. The provisions of the *Interpretation Act 1987* (NSW) 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.

## 2. **Objects of Association**

- 2.1. The principal objects of the Association are to:-
  - (a) expose students to the fundamentals of meat quality;
  - (b) teach carcass specifications required in today's market;
  - (c) provide training and guidance for personal development;
  - (d) create opportunities for students to apply their knowledge in practical setting;
  - (e) raise awareness of career opportunities and create linkages with future employers;
  - (f) expose students to the requirements of the consumer;
  - (g) expose students to new technologies and capabilities within the meat industry;
  - (h) educating students on Australia's position within the global meat supply chain;
  - (i) acquire and own property;
  - (j) establish and administer one or more funds into which all gifts, donations and bequests to the Association for the purposes of the Association will be credited;
  - (k) provide or attract funds for the facilitation of any of the objects especially for the conduct of public programs including education and community programs:

- (i) to encourage and promote and generally to create greater community awareness in the knowledge and understanding of the objects of the Association; and
- (ii) to do all such other things as are incidental or conducive to the attainment of the objects and aims of the Association and its Members.

The objects of the Association will be pursued principally in Australia.

- 2.2. The objects of the Association shall not be carried on for the purposes of profit or gain to its individual Members and the income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.
- 2.3. Nothing contained in this clause 2 shall prevent the payment, in good faith, of remuneration to any officers or servants of the Association or to any Member in return for services to the Association or for goods supplied to the Association, nor prevent the payment of interest at a rate fixed by the Committee on money borrowed from any Member or reasonable rent for premises let by any Member to the Association.

### **3. Powers of Association**

- 3.1. Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes and, in particular, may –
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on the terms and in the manner it considers appropriate;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.
- 3.2. This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.
- 3.3. If there is any inconsistency between this Constitution and the Act, the Act prevails.

## Part 2. - Membership

### 4. Membership generally

- 4.1. A person is eligible to be a Member of the Association if:
- (a) the person is a natural person and is over eighteen (18) years of age;
  - (b) the person is a natural person under eighteen (18) years of age but is a current student of a recognised educational institution;
  - (c) an incorporated entity; and
  - (d) the person has applied and has been approved for Membership of the Association in accordance with this clause 4.
- 4.2. A person is taken to be a Member of the Association if:
- (a) the person is a natural person, and
  - (b) the person was:
    - (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.
- 4.3. A 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
- 4.4. There are four (4) categories of Membership, and a Member will be a Member of one of the following categories of Membership, on approval of the Committee:
- (a) Financial Member – a Member of the Association who shall not be in default in the payment of their Annual Subscription or any fees or other monies payable by them in accordance with the Constitution.
  - (b) Corporate Member – a Member that is a Body incorporated under the provisions of the Corporations Law or by any other Australian statute.
  - (c) Life Member – a Member who has been admitted as a Member of the Association as a Member for the term of their life, and a Life Member may or may not pay an Annual Subscription as determined by Members from time to time.
  - (d) Student Members – a Member under the age of eighteen (18) years who is a current student of a recognised educational institution but who will not have voting rights in accordance with clause 38.4.
- 4.5. Unless the context otherwise indicates all references in this Constitution to Members includes any person admitted to any category of Membership.

### 5. Application for Membership

- 5.1. An application of a person for Membership of the Association must be:
- (a) made in writing using a Membership Application Form, and
  - (b) lodged with the Secretary of the Association.
- 5.2. As soon as practicable after receiving an Application for Membership, the Secretary must refer the application to the Committee and the Committee will approve or reject the application.
- 5.3. As soon as practicable after the Committee makes a determination of Membership, the Secretary must:
- (a) provide a notification to the applicant, in writing, that the Committee approved or rejected the application (whichever is applicable); and
  - (b) if the Committee approved the application, request the applicant to pay (within a period of twenty-eight (28) days after the notification) any Entrance Fee and / or Annual Subscription.
- 5.4. A decision to reject an application is a final decision and the Committee may provide the applicant with reasons as to its decision to reject an application.

5.5. The Secretary must, on payment of any Entrance Fee and/or Annual Subscription referred to in clause 5.3(b), 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 applicant's name being entered in the Register of Members, the applicant will become a Member of the Association.

## 6. **Cessation of Membership**

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

- (a) being a natural person, dies, or
- (b) resigns Membership, or
- (c) is expelled from the Association, or
- (d) becomes a bankrupt or becomes insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
- (e) becomes a mentally incapacitated person, or
- (f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months or is convicted of a serious indictable offence, or
- (g) fails to pay an Annual Subscription within three (3) months of the fee being due.

## 7. **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.

## 8. **Resignation of Membership**

8.1. A Member of the Association may resign from Membership of the Association by giving to the Secretary at least one (1) months' written notice (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.

8.2. If a Member of the Association ceases to be a Member under clause 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**

9.1. The Secretary of the Association must establish and maintain a Register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member.

9.2. 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 registered address.

9.3. The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

9.4. 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.

9.5. 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.

9.6. 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 Regulations.

## 10. Fees and subscriptions

10.1. A Member of the Association must:

- (a) on admission to Membership, pay to the Association an Entrance Fee; and
- (b) pay to the Association an Annual Subscription,

and such fees must be paid before the first of July in each calendar year, or, if the Member first becomes a Member on or after first of July in any calendar year, immediately on becoming a Member and then subsequently before the first of July in each succeeding calendar year.

10.2. Life Members do not have to pay the Entrance Fee or the Annual Subscription.

## 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 10.

## 12. Resolution of disputes

12.1. 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* (NSW).

12.2. If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.

12.3. The *Commercial Arbitration Act 1984* (NSW) applies to any such dispute referred to arbitration.

## 13. Disciplining of Members

13.1. 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.

13.2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

13.3. 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 fourteen (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.

13.4. 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.

13.5. If the Committee expels or suspends a Member, the Secretary must, within seven (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.

- 13.6. 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 this clause 13, whichever is the later.

**14. Right of appeal of disciplined Member**

- 14.1. A Member may appeal to the Association in General Meeting against a resolution of the Committee under clause 13, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2. 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.
- 14.3. On receipt of a notice from a Member under clause 14.1, the Secretary must notify the Committee which is to convene a General Meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
- 14.4. At a General Meeting of the Association convened under clause 14.3:
- (a) no business other than the question of the appeal is to be transacted;
  - (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.
- 14.5. The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Part 3. - **The Committee**

**15. Powers of the Committee**

Subject to the Act, the Regulations and this Constitution, and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of Members of the Association, 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 Association.

**16. Composition and Membership of Committee**

16.1. The Committee is to consist of:

- (a) the Office-Bearers of the Association, and
- (b) at least three (3) Ordinary Committee Members, each of whom is to be elected at the Annual General Meeting of the Association.

16.2. The total number of Committee Members is to be no more than fourteen (14).

16.3. The Office-Bearers of the Association are as follows:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.

16.4. A Committee Member must be a Member who is aged eighteen (18) years or over.

16.5. A Committee Member as an Office-Bearer may hold up to two (2) offices.

16.6. Each Committee Member is, subject to this Constitution, to hold office for a two (2) year term until the second Annual General Meeting following the date of the Member's election, but a Committee Member is eligible for re-election.

**17. Election of Committee Members**

17.1. Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Committee Members:

- (a) must be made in writing, signed by two (2) 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 seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

17.2. 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.

17.3. If insufficient further nominations are received at the Annual General Meeting, any vacant positions remaining on the Committee are taken to be casual vacancies.

17.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.6. The ballot for the election of Office-Bearers and Ordinary Committee Members is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

17.7. A person nominated as a candidate for election as an Office-Bearer or as an Ordinary Committee Member of the Association must be a Member of the Association.

17.8. A Committee Member ceasing to be a Member of the Association will cease to be a Committee Member.

## 18. Secretary

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

18.2. The Secretary must –

- (a) coordinate the correspondence of the Association;
- (b) maintain the Register of Members;
- (c) unless the Members resolve otherwise at a General Meeting – have custody of all books, documents, records and registers of the Association, other than those required to be in the custody of the Treasurer; and
- (d) perform any other duties imposed by this Constitution on the Secretary.

18.3. It is the duty of the 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.

18.4. The Secretary is to ensure the minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting and the signature of the chairperson may be transmitted by electronic means for this purpose.

## 19. Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) the Treasurer must coordinate the preparation of the Association's annual statement of accounts;
- (c) if directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (d) the Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a General Meeting; and
- (e) 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, in accordance with all requirements of the Act.

## 20. Public officer

The Committee must appoint a Public Officer in accordance with section 34 of the Act, who must be:

- (a) a natural person who is aged eighteen (18) years or more; and
- (b) ordinarily resident in New South Wales.

## 21. Casual vacancies

21.1. 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 conclusion of the Annual General Meeting next following the date of the appointment.

21.2. A casual vacancy occurs if a Committee Member:

- (a) dies, or
- (b) ceases to be a Member of the Association, or
- (c) becomes a bankrupt or an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 22, or

- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee without apology, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months or is convicted of a serious indictable offence, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

**22. Removal of Committee Members**

- 22.1. The Association in General Meeting may by Special Resolution remove any Member of the Committee from the office of Committee Member before the expiration of the Committee Member's term of office and may by Special Resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 22.2. If a Member of the Committee to whom a proposed Special Resolution referred to in clause 22.1 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 Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the Special Resolution is considered.

**23. Committee meetings and quorum**

- 23.1. The Committee must meet at least three (3) times in each period of twelve (12) months at such place and time as the Committee may determine.
- 23.2. Additional meetings of the Committee may be convened by the President or by any Committee Member.
- 23.3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the Committee Member) before the time appointed for the holding of the meeting.
- 23.4. Notice of a meeting given under clause 23.3 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.
- 23.5. Any three (3) Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- 23.6. 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.
- 23.7. 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.
- 23.8. At a meeting of the Committee:
- (a) the President is to preside, or
  - (b) if the President is absent or unwilling to act, such one of the remaining Committee Member as may be chosen by the Committee Members present is to preside.

**24. Appointment of Association Members as Committee Members to constitute quorum**

- 24.1. 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.

- 24.2. 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.
25. **Use of technology at Committee meetings**
- 25.1. A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's Members a reasonable opportunity to participate.
- 25.2. 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.
26. **Delegation by Committee to sub-committee**
- 26.1. The Committee may, by instrument in writing, delegate to one (1) or more sub-Committees (consisting of such Member or Members of the Association 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.
- 26.2. 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.
- 26.3. 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.
- 26.4. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 26.5. 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.
- 26.6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 26.7. A sub-committee may meet and adjourn as it thinks proper.
27. **Voting and decisions**
- 27.1. Questions arising at a meeting of the Committee are to be determined by a majority of the votes of Committee Members present at the meeting.
- 27.2. Questions arising at a meeting of any sub-committee appointed by the Committee are to be determined by a majority of the votes of sub-committee members present at the meeting.
- 27.3. 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 (1) vote but, in the event of an equality of votes on any question, the person presiding at the meeting may exercise a second or casting vote.
- 27.4. Subject to clause 27.5, the Committee may act despite any vacancy on the Committee.
- 27.5. 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.
28. **Disclosure of interest**
- 28.1. A Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- 28.2. The Secretary must record the disclosure in the minutes of the meeting.
- 28.3. The Chairperson must ensure a Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 31 of the Act.



Part 4. – **General Meetings**

**29. Annual General Meetings - holding of**

29.1. The Association must hold its Annual General Meetings:

- (a) within six (6) months after the close of the Association's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

**30. Annual General Meetings - calling of and business at**

30.1. The Annual General Meeting of the Association is, subject to the Act and to clause 29, to be convened on such date and at such place and time as the Committee thinks fit.

30.2. 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, and
- (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.

30.3. An Annual General Meeting must be specified as such in the notice convening it.

**31. Special General Meetings - calling of**

31.1. The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

31.2. The Committee must, on the requisition in writing of at least five (5) per cent of the total number of Members, convene a Special General Meeting of the Association.

31.3. 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 (1) or more of the Members making the requisition.

31.4. If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

31.5. A Special General Meeting convened by a Member or Members as referred to in clause 31.4 must be convened as is practicable in the same manner as General Meetings are convened by the Committee.

**32. Notice**

32.1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least fourteen (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.

32.2. If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least twenty-one (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 clause 32.1, the intention to propose the resolution as a Special Resolution.

32.3. 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 30.

- 32.4. 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.

**33. Quorum for General Meetings**

- 33.1. 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.
- 33.2. Five (5) Members present (being Members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 33.3. 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.
- 33.4. 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 three (3), are to constitute a quorum.

**34. Presiding Member**

- 34.1. The President is to preside as chairperson at each General Meeting of the Association.
- 34.2. If the President is absent or unwilling to act, the Members present must elect one (1) of their number to preside as chairperson at the General Meeting.

**35. Adjournment**

- 35.1. 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.
- 35.2. If a General Meeting is adjourned for fourteen (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.
- 35.3. Except as provided in clauses 35.1 and 35.2, 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.

**36. Making of decisions**

- 36.1. A question arising at a General Meeting of the Association is to be determined by either:
- (a) a show of hands, or
  - (b) if on the motion of the chairperson or if five (5) or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 36.2. 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.
- 36.3. 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.

**37. Special resolutions**

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

**38. Voting**

38.1. On any question arising at a General Meeting of the Association a Member has one vote only.

38.2. In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

38.3. A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

38.4. A Member is not entitled to vote at any General Meeting of the Association if the Member is under eighteen (18) years of age.

**39. Proxy votes not permitted**

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

**40. Postal or electronic ballots**

40.1. The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 14).

40.2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

**41. Use of technology at General Meetings**

41.1. A General Meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Association's Members a reasonable opportunity to participate.

41.2. A Member of the Association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

Part 5. - **Miscellaneous**

**42. Insurance**

The Association may effect and maintain insurance.

**43. Funds - source**

43.1. The funds of the Association are to be derived from Entrance Fees and Annual Subscriptions of Members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.

43.2. 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.

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

**44. Funds - management**

44.1. Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.

44.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) authorised signatories.

**45. Change of name, objects and Constitution**

Any change in the Association's name, objects or Constitution is to be made in accordance with the Act.

**46. Custody of books etc.**

Except as otherwise provided by this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

**47. Inspection of books etc.**

47.1. 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 General Meetings of the Association.

47.2. A Member of the Association may obtain a copy of any of the documents referred to in clause 47.1 on payment of a fee of not more than \$1 for each page copied.

**48. Service of notices**

48.1. 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.

48.2. 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.

#### **49. Financial year**

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following thirty-first day of March, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on the first day of April and ending on the following thirty-first (31<sup>st</sup>) day of March.

#### **50. Distribution of property on winding up of Association**

- 50.1. 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 an Eligible Charity.
- 50.2. 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.
- 50.3. The Committee will determine the identity of an Eligible Charity and, in default, that identity will be determined by the courts exercising jurisdiction in connection with matters concerning charities.
- 50.4. A liquidator cannot require a Member to accept as part of the distribution of assets of the Association any assets in respect of which there is any liability.
- 50.5. If on the winding up, deregistration or dissolution of the Association there remains any property or funds after all debts and liabilities have been paid for, the remaining property or funds will not be paid to or distributed among the Members, Committee or any persons related to the Association.

#### **51. Gift Fund**

- 51.1. The Association must, if required by the Tax Act, establish and maintain, for the specific purposes set out in clause 2.1, a fund known as the Australian Intercollegiate Meat Judging Association Incorporated Gift Fund:-
  - (a) to which gifts of money, property or other contributions for those purposes are to be made;
  - (b) to which any money received by the Association because of those gifts or contributions is to be credited, including money from interest on donations, income derived from donated property, and money from the realisation of such property; and
  - (c) that does not receive any other money or property.
- 51.2. The Gift Fund will not be maintained for the purposes of profit or gain to the Members of the Association and the gifts made to the Gift Fund and any money received because of those gifts shall be applied solely towards the promotion of the objects of the Association set out in clause 2.1 and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association.
- 51.3. The Association must maintain a separate bank account for the Gift Fund and must comply with subdivisions 30 BA of the Tax Act with respect to the administration of the Gift Fund.
- 51.4. The Gift Fund will be administered by a Committee of not less than three (3) persons appointed by the Board. The Gift Fund Committee will have the sole responsibility for decisions regarding the use and application of all gifts made to the Gift Fund and any money received because of those gifts for the purposes set out in clause 2.1.
- 51.5. The Association will not act as a mere conduit for the donation of money or property to any other organisation, body or person.
- 51.6. In accordance with the Tax Act, receipts issued for gifts must state:-

- (a) the name of the Association and the Gift Fund;
  - (a) the ABN applicable to the Association; and
  - (b) the fact that the receipt is for a gift or contribution.
- 51.7. This clause 51.1 to 51.7 (both inclusive) apply only if the Association is required to establish such a fund by the Tax Act or if determined by the Committee.

## Appendix 1

[Clause 5.1]

**APPLICATION FOR MEMBERSHIP OF THE AUSTRALIAN INTERCOLLEGIATE MEAT JUDGING ASSOCIATION INCORPORATED** (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

and born.....

[date of birth and place of birth]

hereby apply to become a \_\_\_\_\_ [TYPE OE MEMBER] Member of the Australian Intercollegiate Meat Judging Association Incorporated. In the event of my admission as a Member, I agree to be bound by the Constitution of the Association for the time being in force.

I give my consent to receive e-mail communication from the Australian Intercollegiate Meat Judging Association Incorporated and to be added to its email database

.....

[email address and contact phone number]

.....

Signature of applicant

Date