

AUSTRALASIAN SHELLEY COLLECTORS CLUB INCORPORATED
CONSTITUTION

(INCORPORATING AMENDMENTS TO 16 OCTOBER 2021)

CONTENTS

PRELIMINARY

PART 1 – PRELIMINARY

1. Definitions.....4

PART 2 – ASSOCIATION NAME

2. Association Name.....5

OBJECTS

PART 3 – OBJECTS

3. Objects5

CONSTITUTION

PART 4 – MEMBERSHIP

4. Membership generally.....5
5. Nomination for membership6
6. Cessation of membership7
7. Membership entitlements not transferable7
8. Resignation of membership7
9. Register of members7
10. Fees and subscriptions8
11. Members’ liabilities8
12. Resolution of disputes9
13. Disciplining of members9
14. Right of appeal of disciplined member 10

PART 5 – THE COMMITTEE

15. Powers of the committee 11
16. Constitution and membership of committee 11

17. Election of committee members	13
18. Secretary	13
19. Treasurer	14
20. Casual vacancies	14
21. Removal of committee members.....	15
22. Committee meetings and quorum	15
23. Delegation by committee to sub-committee	16
24. Voting and decisions	16

PART 6 – GENERAL MEETINGS

25. Annual general meetings – holding of	17
26. Annual general meetings – calling of and business at.....	17
26A. Use of technology at general meetings	19
27. Special general meetings – calling of	19
28. Notice	19
29. Quorum for general meetings	20
30. Presiding member	20
31. Adjournment	21
32. Making of decisions	21
33. Special resolution	21
34. Voting	22
35. Proxy votes permitted	22
36. Postal Ballots.....	22

PART 7 – MISCELLANEOUS

37. Insurance	23
38. Funds – source	23
39. Funds – management	23
40. Change of name, objects and constitution	23
41. Custody of books etc.....	24
42. Inspection of books etc.....	24
43. Service of notices	24
44. Financial Year.....	25

PART 8 – WINDING UP OF THE ASSOCIATION

45. Winding up of the Association.....25

APPENDICES

Application for membership of association26
Form of appointment of proxy27
Annual membership fees28

PART 1 – PRELIMINARY

1. Definitions

(1) In this constitution:

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 association, as referred to in clause 16(2).

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.

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 – ASSOCIATION NAME

2. Association Name

The name of the association is Australasian Shelley Collectors Club Incorporated.

PART 3 – OBJECTS

3. Objects

The association is a not-for-profit organisation which aims to foster a network of interested persons, educate and inform members and share information about all aspects of Shelley, Foley and Wileman products and all the craftspeople who worked with the companies who produced these products through nearly a hundred years. The association may use a variety of methods to achieve these objects including communication through regular newsletters, meetings of members, exhibitions and displays. The assets and income of the association 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 association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

CONSTITUTION

PART 4 – MEMBERSHIP

4. Membership generally

- (1) A person is eligible to be a member of the association if the person is a natural person:
- (i) who has an interest in the objects of the association
 - (ii) who has been nominated for membership of the association in accordance with clause 5, and
 - (iii) who has been approved for membership of the association by the committee of the association.

(2) Membership Categories:

A person may become a member of the association by applying for and being accepted as a member of one of the following membership categories:

- (a) Individual.
- (b) Joint -for two or more persons using the same address.
- (c) Business - for registered Antique and Second hand dealers

5. Nomination for membership

- (1) Application for membership shall be made by a person wishing to become a member of the association by completion of the club's application form.
- (2) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association together with the application for membership (clause (1)) and the sum payable under this constitution by a member as an annual subscription.
- (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 rejected the nomination, repay the nominee (within the period of 28 days after receipt by the nominee of the notification) the sum received under this constitution from the applicant as an annual subscription.
- (5) For nominations accepted by the committee the secretary must enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6. 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 10(2) within 3 months after the fee is 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

- (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least 1 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.
- (3) If a member of the association ceases to be a member under clause (2), 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 secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

- (2) A copy of the register of members must be kept in New South Wales at the association's official address and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.
- (4) 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.
- (5) 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 Regulation.

10. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee and approved by the members in general meeting, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee as set out in appendix 3 or, if some other amount is determined by the committee and approved by the members in general meeting, that other amount:
 - (a) except as provided by paragraph (b), before 1 January in each calendar year, or
 - (b) if the member becomes a member on or after 1 January in any calendar year – on becoming a member (subject to any variations to membership fees approved for new members by the committee) and before 1 January in each succeeding calendar year.

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

- (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 in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) 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.
- (4) 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 association:
 - (a) has persistently 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 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 association confirms the resolution under clause 14(5),

whichever is the later.

14. Right of appeal of disciplined member

- (1) A member may appeal to the association 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 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.

PART 5 – THE COMMITTEE

15. Powers of the committee

Subject to the Act, the Regulation 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.
- (d) has the power to make a donation not exceeding \$200 that appear to the committee to be consistent with the objects of the association.

16. Constitution and membership of the committee

(1) The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) two ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 17.

(2) The office-bearers of the association are to be:

- (c) the president
- (d) the vice-president
- (e) the treasurer
- (f) the secretary.
- (g) the newsletter editor
- (h) the archives officer, and
- (i) one State Representative for each State or Territory of the Commonwealth of Australia
- (j) one Representative for each of the North American Region and New Zealand
- (k) the Website Manager.

A committee member may hold up to 2 offices (other than both the president and vice-president offices) except that neither the president nor the vice-president shall hold the office of either secretary or treasurer.

(3) Regional State Representatives:

Regional State Representatives may be appointed for the following regions:

- (a) North Queensland
- (b) Western New South Wales
- (c) Western Victoria

Members elected as Regional State Representatives may also be elected as Ordinary Committee members under clause (1) or Office Bearers under clause (2). Members elected solely as Regional State Representatives are not Committee members of the association as defined in clause (1). Positions may be left vacant if so approved at an Annual General Meeting.

- (4) Each member of the committee (other than a member elected as a result of a casual vacancy) is, subject to this constitution, is to hold office until the conclusion of the second annual general meeting occurring following the date of the member's election, but is eligible for re-election. Any member elected as a result of a casual vacancy is to hold office until the conclusion of the next annual general meeting.
- (5) 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.
- (6) The committee must include 3 or more members each of whom is aged 18 years or more and at least 3 of whom are ordinarily resident in Australia.
- (7) The secretary must keep a register of committee members which must contain the following particulars in relation to each committee member:
 - (a) The committee member's name, date of birth and residential address,
 - (b) The date on which the committee member takes office,
 - (c) The date on which the committee member vacates office,
 - (d) Such other particulars as may be prescribed by the regulations

(8) A copy of the register of committee members must be kept in at the association's official address in New South Wales and must at all reasonable hours, be kept available for inspection, free of charge, by any person.

(9) Any change in the committee's membership must be recorded in the register within one month after the change occurs.

17. Election of committee members

(1) A person is not eligible for election as an office-bearer or an ordinary member of the committee or as a Regional State Representative unless that person is a member of the association and all money due and payable by the member to the association has been paid to the association.

(2) Nominations of candidates for election as office-bearers of the association, as ordinary members of the committee or as Regional State Representatives:

(a) must be made in writing, signed by the candidate and

(b) must be delivered to the secretary of the association at least 24 hours before the time fixed for the holding of the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations for unfilled positions are to be received at the annual general meeting.

(4) If insufficient further nominations are received, any vacant positions remaining are taken to be casual vacancies.

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

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

(7) The ballot for the election of office-bearers, ordinary members of the committee and Regional State Representatives is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

18. Secretary

(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.

(2) It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers, members of the committee and Regional State Representatives

- (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 a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

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, 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.

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 conclusion of the annual general meeting next following the date of 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) 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 association 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 clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation 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 resolution is considered.

22. Committee meetings and quorum

- (1) The committee must meet at least once in each period of 12 months at such place and time as the committee may determine. Regional State Representatives may be invited to attend committee meetings as observers.
- (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 vice-president is to preside, or
 - (b) if the president and the vice-president 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 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.
- (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 section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the 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) The President shall prepare a summary of any decision made by the committee for inclusion in the next newsletter published by the association after the decision was made.
- (6) The members of the committee must comply with section 31 of the Act in relation to disclosure of interests.

PART 6 – GENERAL MEETING

25. Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted 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 association 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 after taking into account the location and timing of the association's annual exhibition.
- (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, ordinary members of the committee and Regional State Representatives to fill any vacant positions,
 - (d) to receive and consider any financial statement or report which is required to be submitted to members under the Act.
 - (e) to consider and if considered appropriate approve any donation in excess of \$200 recommended by the committee.
- (3) An annual general meeting must be specified as such in the notice convening it.

- (4) Minutes of any general meeting or special general meeting shall be provided to the members of the association in the next newsletter published by the association after the general meeting or special general meeting.

26A. Use of technology at general meetings

- (1) A general meeting may be held at 2 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 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.

27. 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 in writing of at least 5 percent 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 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 association, 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 association, 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.

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) Twenty members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (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 ten) is to constitute a quorum.

30. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

- (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 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 clauses (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 association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least three 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 resolution

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

34. Voting

- (1) On any question arising at a general meeting of the association a member (other than a joint member) is entitled to one vote on any motion. Each member of a joint membership is entitled to one vote on any motion except that the total number of votes exercised by the members of a joint membership on any motion shall not exceed two votes.
- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (3) A secret ballot will be held when more than one member is nominated for any particular position described in clause 16.
- (4) 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.
- (5) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

35. Proxy votes permitted

- (1) 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.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.
- (3) Prior to any vote being taken, the Chairman of any general meeting will advise the meeting of any proxies held by members present at the meeting.

36. Postal Ballots

The association may not hold a postal ballot to determine any issue or proposal.

PART 7 – MISCELLANEOUS

37. Insurance

The association may effect and maintain insurance.

38. Funds – source

- (1) The funds of the association are to be derived from annual subscriptions of members, fees from exhibitions and fairs, donations and, subject to any resolution passed by the association in 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 account or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds – management

- (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.
- (2) Subject to any resolution passed by the association in general meeting, the funds of the association shall be applied solely in furtherance of the associations objects set out in part 3.
- (3) Subject to any resolution passed by the association in general meeting, the funds of the association shall not be distributed either directly or indirectly to members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the club.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the association, being members or employees authorised to do so by the committee.

40. Change of name, objects and constitution

An application to the Director-General 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.

41. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

42. Inspection of books etc

(1) The following documents of the association 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 and general meetings of the association

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

43. 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.

44. 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.

PART 8 – WINDING UP OF THE ASSOCIATION

45. Winding up of the Association

In the event of the association being wound up, the assets that remains after such winding up after the satisfaction of all debts and liabilities shall be transferred to another association, organisation or club with similar purposes (as determined by a special resolution of the members of the association) which has rules prohibiting the distribution of its assets and income to its members.

Appendix 1

(Clause 5 (2))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Australasian Shelley Collectors Club Incorporated

(Incorporated under the Associations Incorporation Act 2009)

I,

(full name of applicant)

of

(address)

.....

(occupation)

hereby apply to become a member of the above-named incorporated association. 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.

.....

Signature of applicant

.....

Date

I,....., a member of the association,

(full name)

nominate the applicant, who is personally known to me, for membership of the association.

.....

Signature of proposer

.....

Date

Appendix 2

(Clause 35 (2))

FORM OF APPOINTMENT OF PROXY

I,

(full name)

of

(address)

being a member of Australasian Shelley Collectors Club Incorporated

(name of incorporated association)

hereby appoint

(full name of proxy)

of

(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of and at any adjournment of that meeting.

(month and year)

*

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

*

to be inserted if desired.

.....

.....

Signature of member appointing proxy Date

NOTE: A proxy vote may not be given to a person who is not a member of the association.

Appendix 3

(Clause 10 (2))

ANNUAL MEMBERSHIP FEES

The annual membership fees for the year ending 31 December 2010 and subsequent years unless amended by members in a general meeting shall be:

Membership Category	Annual Membership Fees
Individual Membership	\$40.00
Business Membership	\$40.00
Joint Membership	\$45.00
Individual Membership for Overseas residents (excluding New Zealand residents)	\$60.00
Joint Membership for Overseas residents (excluding New Zealand residents)	\$65.00
Individual Membership for New Zealand residents	\$45.00
Joint Membership for New Zealand residents	\$50.00