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**RAYMOND TERRACE
MEN'S SHED Inc
CONSTITUTION**

Version 5b

Changes

“Membership” addition clause 5e

Clause 52 Word addition “ Not withstanding”

25th May 2018

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PART 1 - PRELIMINARY

Name

- 1) The Association shall be known as Raymond Terrace Men's Shed. (An Incorporated Association), henceforth referred to as the "Shed".

Objectives

- 2) The objectives of the Shed are to advance the health and well-being of its members by providing a safe and happy environment where skilled and unskilled men can, in the company of other men;
 - (a) Pursue hobbies, pastimes and interests
 - (b) Learn new skills, practice and pass on old skills
 - (c) Learn about their own and other men's health and well-being
 - (d) By their efforts, contribute to their families, their friends, the Shed and their community

Not for Profit

- 3) The Shed is a not-for-profit association and accordingly:
 - (a) The assets and income of the Shed shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Shed except as bona fide compensation for services rendered or expenses incurred on behalf of the organization and
 - (b) In the event of the Shed being wound up, any surplus assets remaining after the payments of the Shed's liabilities shall be transferred to another organization in Australia which is a deductible gift recipient for the purposes of any Commonwealth Taxation Act.
 - (c) If the endorsement of the organization as a deductible gift recipient is revoked, the following shall be transferred to another organization to which income tax deductible gifts can be made – any surplus:
 - Gifts of money or property for the principal purpose of the organization
 - Contributions made in relation to an eligible fund raising event held for the principal purpose of the organization.
 - Money received by the organization because of such gifts and contributions.
 - (d) The shed must apply its funds and assets to be consistent with its objectives. The Shed is prohibited from providing pecuniary gain for any of its members.

Definitions

4) In these rules:

- (a) The Shed means “Raymond Terrace Men’s Shed.”
- (b) Commissioner means the Commissioner of the Office of Fair Trading.
- (c) Management Committee member means a member of the Management Committee
- (d) Secretary means:
 - (a) the person holding office under these rules as Secretary of the Shed, or
 - (b) if no such person holds that office – the public officer of the Shed.
- (e) Special general meeting means a general meeting of the Shed at which a special resolution will be presented
- (f) The Act means the Associations Incorporation Act 2009
- (g) The Regulation means the Associations Incorporation Regulation 2010.
- (h) A reference to a function includes a reference to a power, authority and duty, and
- (i) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (j) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2

MEMBERSHIP

5) Membership qualifications

- a) Is **eighteen** years of age or over at submission of membership application.
- b) Membership of the Shed is open to individuals, agencies or organisations concerned with men’s issues in our community who support the Shed objectives as set out in Rule 2.
- (c) A member may be a natural person, an incorporated or unincorporated association, or an agency or department of government.
- (d) A member must be nominated for membership of the Shed as provided by Rule 7 and must be approved for membership of the Shed by the Management Committee.

6) Classes of Membership:

- (a) Individual membership – open to natural persons who do not represent a corporate member
- (b) Corporate membership – open to incorporated or unincorporated organizations or to agencies or departments of government. A corporate member must nominate a natural person to vote on their behalf at Shed meetings. A corporate member may vary that

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appointment by written notice to the Secretary of the Shed

- (c) Sponsor membership – open to individuals or organizations who desire to sponsor the Shed or its activities.
- (d) Life Membership - The process for the award of life membership is to be subject to a by-law.
- (e) Honorary Membership- The process for the award of Honorary Membership is to be the subject of a by-law.

Application for membership:

7) An application for membership of the Shed:

- (a) must be in writing in the form subject to and set out in a bylaw and must be lodged with the Secretary of the Shed.
- (b) As soon as practicable after receiving an application for membership, the secretary must:
 - 1) Refer the application to the Management Committee which is to determine whether to approve or to reject the application.

Note: Considerations for the Management Committee to make determination are set out in rules 7A to 7F.
- (c) As soon as practicable after the Management Committee makes that determination, the Secretary must:
- (d) Notify the Applicant, in writing, email or other electronic means that the Management Committee has approved or rejected the nomination (whichever is applicable). The Management Committee is not obliged to give reasons for approving or rejecting an application. The notice is also to inform the applicant that no appeal lies from a decision of the Management Committee.
- (e) If the Management Committee approves the application, the applicant will be required to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as annual subscription.
- (f) The Secretary must, on payment by the applicant of the amounts referred to in Rule 7(e) within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Shed.

Membership Approval

7A The Management Committee may consider, in its absolute discretion, matters concerning the applicant including, without limitation, the following:

That the applicant,

- b) has a history of being of good character.

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- c) has not at any time been convicted of any offense carrying a term of imprisonment, whether such term of imprisonment is imposed or not, or otherwise has acted in a manner which may bring the association or any of its members into disrepute
 - d) has sufficient mobility both physically and intellectually and has satisfactory motor skills that any men's shed activities the member proposes to be involved in, are adequate to provide a reasonable level of safety both for the applicant and other shed members.
 - e) has no other feature of his character and/or abilities that Management Committee believes may prevent him from being approved for membership.
- 7B (a) an applicant may not be admitted to membership of the association unless the Management Committee has voted in favor of the application by not less than a two thirds majority of those members of the Management Committee present and voting.
- (b) the decision of the Management Committee will be final and binding on the committee, the association and the applicant and no appeal shall lie from the decision of the Management Committee whether the decision is of the approval of the admission of the applicant or of the rejection of the application.
- 7C The Management Committee must notify the applicant in writing whether the applicant has been granted or denied membership and is not obliged to assign reasons.
- 7D The Management Committee may specify any limitations with respect to activities in which a successful candidate may participate.

Cessation of membership

- 8) A person ceases to be a member of the Shed if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) fails to pay any monies due to the Shed for fees, subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment or
 - (d) is expelled from the Shed.

Membership entitlements not transferable:

- 9) A right, privilege or obligation which a person has by reason of being a member of the Shed:
- (a) is not capable of being transferred or transmitted to another person or organisation, and
 - (b) terminates on cessation of the membership of that person or organisation.

Resignation of membership

- 10) A member of the Shed is not entitled to resign that membership except in accordance with **Rule 11**

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- 11) A member of the Shed who has paid all amounts payable by the member to the Shed in respect of the member's membership may resign from membership of the Shed by first giving to the Secretary written notice of at least one month (or such other period as the Management 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.
- 12) If a member of the Shed ceases to be a member under Rule 11 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.
- 12A) A resigning member is not entitled to a refund of the whole or any part of the annual subscription.

Register of members

- 13) The Secretary of the Shed must establish and maintain a register of members of the Shed specifying:
 - (a) the name and address of each member of the Shed,
 - (b) the member's email address, if supplied.
 - (c) the name and address of the nominated representative of a corporate member who may vote and receive notices on behalf of that member and
 - (d) the date on which the person became a member.
 - (e) the register of members may be kept in electronic form.
- 14) The register of members must be kept at the principal place of administration of the Shed and if approved under clause 114 (b) must be open for inspection, to any member of the Shed at any reasonable hour.
- 15) If approved under clause 114 (b) a member of the Shed may obtain a copy of any part of the register free of charge-
- 16) 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.
- 17) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation
 - (c) The association register may also include the email address of an association member. The register can be kept in written or electronic form. If kept in electronic form, a current hard copy has to be made available subject to clause 114 (b) for any member to inspect at the association's main premises or the official address.

Fees and subscriptions.

- 18) A member of the Shed must, on admission to membership, pay to the Shed a membership fee as determined by the Management Committee for that class of membership.
- 19) The Management Committee shall determine annual subscriptions for each class of membership which shall become due and payable on the 1st of July, next, after that determination.
- 20) The Management Committee may vary the amount paid by a member in recognition of the member's special circumstances.

Members' liabilities

- 21) The liability of a member of the Shed to contribute towards the payment of the debts and liabilities of the Shed or the costs, charges and expenses of the winding up of the Shed is limited to the amount, if any, unpaid by the member in respect of membership of the Shed as required by Rules 18, 19 & 20.

Resolution of internal disputes

- 22a) In the first instance of an unresolved dispute between between a member and another member (in their capacity as members) of the association should attempt to be resolved by referral to an independent shed member who is agreeable to the parties to the dispute and who will act as an unbiased mediator. The process of mediation and selection of mediator to be subject of a by-law.
- 22) Any dispute unresolved under (22a) between a member and another member (in their capacity as members) of the association, or a dispute (which does not include a complaint to be dealt with under rules 25 to 30) between a member or members and the association, are to be referred to a community justice center for mediation under the Community Justice Centres Act 1983.
- 23) 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.
- 24) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

Disciplining of members

- 25) A complaint may be made to the Management Committee by any member that a member of the Shed:
- (a) has refused or neglected to comply with a provision or provisions of these rules or by-laws, or
 - (b) has willfully acted in a manner prejudicial to the interests of the Shed.
 - (c) has been convicted of an offence which, as a maximum sentence, includes a term of imprisonment.
 - (d) has acted in a manner which is or may be prejudicial to the interests of the Shed or any of the members of the Shed.
- 26) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 27) If the Management Committee decides to deal with the complaint, the Management 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 Management Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 28) The Management Committee may, by resolution, expel the member from the Shed or suspend the member from membership of the Shed if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 29) If the Management 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 Management Committee for having taken that action and of the member's right of appeal under Rules 31 to 35.

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- 30) 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 Rule 35, whichever is the later.

Right of appeal of disciplined member

- 31) A member may appeal to the Shed in Special General meeting against a resolution of the Management Committee under Rule 28, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 32) 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.
- 33) On receipt of a notice from a member under Rule 31, the Secretary must notify the Management Committee which is to convene a Special General meeting of the Shed to be held within 35 days after the date on which the Secretary received the notice.
- 34) At a Special General meeting of the Shed convened under Rule 33:
- (a) no business other than the appeal is to be transacted, and
 - (b) the Management 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.
- 35) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART 3

Management Committee

Powers of the Management Committee

- 36) The Management Committee of the Shed, subject to the Act, the Regulations and these rules and to any resolution passed by the Shed in general meeting:
- (a) is to control and manage the affairs of the Shed, and
 - (b) may exercise all such functions as may be exercised by the Shed, other than those functions that are required by these rules to be exercised by a general meeting of members of the Shed, and

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- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Shed.

Constitution and membership

- 37) The Management Committee is to consist of **10** members including:
 - (a) the President
 - (b) the vice-President
 - (c) the Treasurer,
 - (d) the Secretary
- 38) The officers of the Shed are: the President, the vice-President, the Treasurer, and the Secretary The normal term of office of a Management Committee member is from the date of election to the close of the next annual general meeting after that election.
- 39) If a casual vacancy occurs in the membership of the Management Committee, the Management Committee may appoint a member of the Shed to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of Management Committee members

- 40) Nominations of candidates for election as office bearers or ordinary members of the Management Committee:
 - (a) must be made in writing, signed by 2 financial members of the Shed and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Shed **7 days (seven)** prior to the commencement of the annual general meeting at which the election is to take place.
- 41) If insufficient nominations are received to fill all vacancies on the Management Committee the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 42) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- 43) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 44) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- 45) The ballot for the election of Management Committee members is to be conducted at the Annual General meeting in such usual and proper manner as provided for in a shed By-Law.
- 46) A person nominated as a candidate for election as an office-bearer or as an ordinary member of the Management Committee must be a financial member of the association.

Secretary

- 47) The Secretary of the Shed must, as soon as practicable after being appointed as Secretary, lodge notice with the Shed of his or her address and contact details.
- 48) It is the duty of the Secretary to ensure that proper minutes are kept of:
- (a) all appointments of office-bearers and members of the Management Committee,
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting, and
 - (c) all proceedings at Management Committee meetings and general meetings.
- 49) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (a) The provision clarifies that minutes can be kept in written or electronic form and that the chairperson may sign the minutes of meeting proceedings electronically.

Treasurer

- 50) It is the duty of the Treasurer of the Shed to ensure:
- (a) that all money due to the Shed is collected and received and that all payments authorised by the Shed are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Shed, including full details of all receipts and expenditure connected with the activities of the Shed.

Casual vacancies

- 51) If a casual vacancy occurs in the membership of the Management Committee, the Management 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
- 52) Notwithstanding section 42, for the purposes of these rules, a casual vacancy in the Management Committee occurs if the Management Committee member:
- (a) dies, or
 - (b) ceases to be a member of the Shed, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under Rule 53 or
 - (f) becomes mentally incapacitated, or
 - (g) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or
 - (h) is convicted of an offence involving, without limitation, fraud or dishonesty, for which the penalty on conviction is a term of imprisonment, or

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- (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.

Removal of Management Committee

- 53) The Shed in general meeting, may, by resolution, remove any Management Committee member from the Management Committee 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
- 54) A member in respect of whom a notice of resolution to remove that member from the Management Committee may make representations in writing to the Secretary or President and may request that the representation be notified to the members of the Shed. If such representations are made and a request is made for the representation to be notified to the members of the Shed then the Secretary or the President may:-
- (a) send a copy of the representations to each member of the Shed, or
 - (b) if the representations are not so sent, ensure that the representations are read out at the meeting at which the resolution is to be considered.

Management Committee Meetings and quorum

- 55) The Management Committee must meet at least 3 times in each period of 12 months, commencing on 1st July and ending on 30th June in the next succeeding year, at such place and time as the Management Committee may determine.
- 56) Additional meetings of the Management Committee may be convened by the president or by any member of the Management Committee.
- 57) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 58) Notice of a meeting given under [Rule 57](#) 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 Management Committee members present at the meeting unanimously agree to treat as urgent business.

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- 59) Any 4 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 60) No business is to be transacted by the Management 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 and rescheduled to a later time and place.
- 61) 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.
- 62) At a meeting of the Management 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 Management Committee as may be chosen by the members present at the meeting is to preside.

Appointment of Sub-Committees

- 63) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Shed as the Management Committee thinks fit) the exercise of such of the functions of the Management 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 Management Committee by the Act or by any other law.
- 64) 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.
- 65) 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.
- 66) Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.

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- 67) 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 Management Committee.
- 68) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 69) A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 70) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- 71) A Management Committee member who has a conflict of interest in any matter before the Management Committee must disclose that interest and must abstain from any discussion or vote on that matter.
- 72) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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.
- 73) Subject to Rule 60, the Management Committee may act despite any vacancy on the Management Committee.
- 74) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

PART 4 – MEETINGS

Annual general meetings – holding of

- 75) The shed must hold its first Annual General meeting within 18 months after its registration under the Act.
- 76) The shed must hold its Annual General meetings:
- (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulations.

Annual general meetings – calling of and business at

- 77) The annual general meeting of the Shed is, subject to the Act and to Rules 75 & 76, to be convened on such date and at such place and time as the Management Committee thinks fit.
- 78) 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 Management Committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary Management Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 79) An annual general meeting must be specified as such in the notice convening it.

Special General Meetings – calling of

- 80) The Management Committee may, whenever it thinks fit, convene a Special General meeting of the association,
- 81) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- 82) A requisition of members for a special general meeting:

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- (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.

83) If the Management Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

84) A special general meeting convened by a member or members as referred to in Rule 83 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

Notice of General Meetings

85) Unless the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

86) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the Secretary must, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 85, the intention to propose the resolution as a special resolution.

87) 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 Rule 78.

88) A member desiring to bring any business before a general meeting must 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.

89) Notice may be sent by email to the email address of the member which is recorded in the register of members.

Procedure

- 90) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 91) TEN members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 92) 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.
- 93) 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 10) is to constitute a quorum.

Presiding member

- 94) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Shed.
- 95) 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.

Adjournment

- 96) 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.
- 97) If a general meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting to each member of the Shed stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 98) Except as provided in Rules 96 & 97, 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.

Making of decisions

- 99) A question arising at a general meeting of the Shed is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Shed, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.
- 100) At a general meeting of the Shed, a poll may be demanded by the chairperson or by at least 3 members present in person. 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.

Special Resolution

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

Voting

- 102) On any question arising at a general meeting of the Shed a member has one vote only.
- 103) All votes must be given personally or, by a corporate representative. 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.
- 104) A member, being a corporate representative, is not entitled to vote at any general meeting of the Shed unless all money due and payable by the member to the shed has been paid.

Proxy Votes not permitted

- 105) No proxy is permitted at or in respect of a general meeting.

PART 5 –

MISCELLANEOUS

Insurance

- 106) The Shed may effect and maintain such insurances as are determined by the Management Committee

Funds – source

- 107) The funds of the Shed are to be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorships and, subject to any resolution passed by the Shed in general meeting, such other sources as the Management Committee determines.
- 108) All money received by the Shed must be deposited as soon as practicable and without deduction to the credit of the Shed's bank account.
- 109) The Shed must, as soon as practicable after receiving any money, issue an appropriate receipt if a receipt is requested.

Funds – management

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

Change of Name Objects and Constitution

- 112) An application to the Director-General for registration of a change in the association's name,

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objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

Custody of books

- 113) Except as otherwise provided by these rules, all records, books and other documents relating to the Shed must be kept at the main premises of the Shed in the custody of the secretary.

Inspection of books

- 114) (a) The records, books and other documents of the Shed must be open to inspection (subject to clause (114 b), free of charge, by a member of the Shed at any reasonable hour.
- (b) The committee in their discretion may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

Service of notices

- 115) For the purpose of these rules, 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.
 - (d) by sending it by email to any email address of the member recorded in the register of members.
- 116) For the purpose of these rules, 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
 - (d) 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.

Finance

- 117) 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.
- 118) Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year

Life Membership

119) Life membership to the Raymond Terrace Men's Shed may be awarded to a member who has rendered outstanding service to the club. The process of nomination and election for Life Membership will be the subject of a by-law.

BY-LAWS

120: The Shed may make by-laws, not inconsistent with the act, the regulations and the rules, relating to the conduct of members on the premises of the shed or the operation of the shed and

- a) A breach of by-law shall be deemed to be an infringement of the rules.
 - b) By-laws may be proposed and seconded by any two financial members.
 - c) By-laws must be presented for ratification, changing or removal to a General Meeting and only become operational if approved by a 2/3rds majority present and voting in favour of such a by-law according to normal voting procedures
 - d) The mechanism for creation and alteration of the bylaws will be a bylaw.
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