

PART IV

GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS - HOLDING OF

- 27.1 The NDGP shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the NDGP, convene an annual general meeting of its members.
- 27.2 Rule 27.1 has effect subject to any extension or permission granted under the Act.

28. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 28.1 The annual general meeting of the NDGP shall, subject to the Act and to rule 27, be convened on such a date and at such place and time as the Board thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any extraordinary special meeting held since that meeting;
 - (b) to receive from the Board reports upon the activities of the NDGP during the last preceding financial year;
 - (c) to elect office-bearers of the NDGP and ordinary members of the Board; and
 - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- 28.3 An annual general meeting shall be specified as such in the notice convening it.

29. EXTRAORDINARY SPECIAL MEETINGS - CALLING OF

- 29.1 The Board may, whenever it thinks fit, convene an extraordinary special meeting of the NDGP.
- 29.2 The Board shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene an extraordinary special meeting of the NDGP.
- 29.3 A requisition of members for a extraordinary special meeting -
- (a) shall state the purpose of purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall 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.
- 29.4 If the Board fails to convene an extraordinary special meeting to be held within 1 month after the date of 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 an extraordinary special meeting to be held not later than 3 months after that date.

- 29.5 A extraordinary special meeting convened by a member or members as referred to in clause 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs reasonable expenses is entitled to be reimbursed by the NDGP for any expense so incurred.

30. NOTICE OF A GENERAL MEETING

30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NDGP, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by electronic means to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

30.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the NDGP, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each financial member in the manner provided in clause 30.1 specifying, in addition to the matter required under clause 30.1, the intention to propose the resolution as a special resolution.

30.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 30.2.

30.4 A member desiring to bring any business before a general meeting may give notice in writing by one week before the meeting of that business to the secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member. Any further notice of meeting may be by electronic means.

31. USE OF TECHNOLOGY AT GENERAL MEETINGS

General meetings can be held at 2 or more venues using any technology that the Board determines or approves. Whatever technology is used, it must give each association member a reasonable opportunity to participate.

Members who participate at a general meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

32. PROCEDURE AT A GENERAL MEETING

- 32.1 No item of business shall 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.
- 32.2 Five 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.
- 32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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 do which the meeting is adjourned) at the same place.
- 32.4 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 not less than 3) shall constitute a quorum.

- 32.5 The chair or, in the chair's absence, the vice-chair, shall preside as chairperson at each general meeting of the NDGP.
- 32.6 If the chair and the vice-chair are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.
- 32.7 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 32.8 Where a general meeting is adjourned for 14 days or more, the secretary shall give written, electronic or oral notice of the adjourned meeting to each member of the NDGP stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 32.9 Except as provided in rule 30, 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.
- 32.10 A question arising at a general meeting of the NDGP shall 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 NDGP, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.11 At a general meeting of the NDGP, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 32.12 Where a poll is demanded at a general meeting, the poll shall 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 shall be deemed to be the resolution of the meeting on that matter.
 - (c) Electronic ballots can be conducted to determine any issue or proposal as decided by the committee.
 - (d) A resolution put to a vote at a general meeting being held using technology (as per clause 31.11) can be decided using a suitable method that the Board determines.

33. SPECIAL RESOLUTION

- 33.1 A resolution of the NDGP is a special resolution if–
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the NDGP as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 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 Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commission.

34. VOTING

- 34.1 Upon any question arising at a general meeting of the NDGP, a member has one vote only.
- 34.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 34.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4 A member or a member of proxy is not entitled to vote at any general meeting of the NDGP unless all money due and payable by the member or proxy to the NDGP has been paid.
- 34.5 The cutoff date for current financial members eligible to vote will be five (5) weeks before the promulgated date of any general meeting.

35. APPOINTMENT OF PROXIES

- 35.1 Each member shall 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.
A member will be entitled to instruct his proxy to vote in favour or against any proposed resolution(s) and unless so instructed the proxy may vote as he thinks fit.
- 35.2 The notice appointing the proxy will be in the form as approved by the Board.

36. MINUTES OF MEETINGS

36.1 Proper minutes detailing resolutions, motions and actions of all proceedings of meetings of the association and of meetings of the committee and sub-committees shall be prepared and submitted for adoption to the next meeting of the committee or sub-committee. In the case of an AGM or General Meeting such minutes may be approved for action by the next meeting of the Board, but be subject to confirmation by the members at the next AGM.

~~36.1~~36.2 Minutes can be kept in written or electronic form and that the chair can sign the minutes of meeting proceedings electronically. For the purposes of this clause, as long as the Minutes have been adopted by the relevant Committee, and those minutes are in pdf format with a date on or preceding the adoption of minutes, then it will be deemed that the minutes have been signed by the Chair.

~~36.2~~36.3 The minutes prepared in accordance with sub-rule (35.1) shall be signed by the chairperson of the committee meeting or sub-committee meeting to which the minutes relate or by the chairperson of the next succeeding committee meeting or sub-committee meeting, and the minutes shall retained by the Public Officer by hard copy or electronic means for a period of at least 7 years.

36.4 Where minutes are entered and signed, they shall until the contrary is proved be evidence that the meeting was convened and duly held, and all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid

PART V

MISCELLANEOUS

37. INSURANCE

The NDGP shall affect and maintain insurance including insurance for the benefit of officers and committee members in relation to the performance of their roles in the association.

38. FUNDS-SOURCE

- 38.1 The funds of the NDGP shall be derived from entrance fees and annual subscriptions of members, donations, grants and, subject to any resolution passed by the NDGP in general meeting, such other sources as the Board determines.
- 38.2 All money received by the NDGP shall be deposited as soon as practicable and without deduction to the credit of the NDGP's bank account or other authorised deposit-taking institution account or investment as determined by the Board.
- 38.3 The NDGP shall, as soon as practicable after receiving any money, issue an appropriate receipt as may be required.

39. FUNDS - MANAGEMENT

- 39.1 Subject to any resolution passed by the NDGP in general meeting, the funds of the NDGP shall be used in pursuance of the objects of the NDGP in such manner as the Board determines. Funds must not be used for pecuniary gain for any of its members, except where there is reimbursement for approved Services.
- 39.2 Funds, including payments, and subject to the accepted checks and due diligence, may be managed by electronic means.
- 39.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by the Board through delegations in a manner that is consistent with accepted financial practice.

40. ALTERATION OF OBJECTS AND RULES

- 40.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the NDGP.
- 40.2 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. COMMON SEAL

- 41.1 The common seal of the NDGP shall be kept in the custody of the public officer. Under the Act, it is no longer a requirement to hold a common seal and the use of such will be for ceremonious occasions.
- 41.2 As may be required the common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or secretary.

42. CUSTODY OF BOOKS ETC.

- 41.1. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the NDGP. This may be by means of electronic storage and archiving.

43. INSPECTION OF BOOKS ETC.

- 43.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonably hour:

- (a) Audited records, books, and other financial documents of the association,
- (b) this constitution, and
- (c) minutes of all Board meetings and general meetings of the association.

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

43.3 For the purposes of an AGM, only Agenda of meeting, with supporting documentation including a short form Financial Statement based upon the Audited accounts will be sent to Members.

43.343.4 Association records must be kept in NSW at the main premises of the Association in the custody of the Public Officer, or a member of the Board. If the Association does not have any premises then they must be kept at the Asociaons official address in the Public Officer's Custody

44. SERVICE OF NOTICES

- 43.1 For the purpose of these rules, a notice may be served by or on behalf of the NDGP upon any member either personally or by sending it by post, or other approved electronic means such as email, to the member at the member's registered address shown in the register of members. It will be the onus of the member to notify the organisation of any changes of address.

- 43.2 For the purpose of a valid address a member may authorise an electronic email or facsimile address. It is the responsibility of the member to inform the Secretary of

any changes in address.

- 43.3 Where a document is sent to a person by properly addressing, prepaying and posting or by accepted electronic transmission means to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have normally been delivered in the ordinary course of post.
- 43.4 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 **GIFT FUND**

- 44.1 The NDGP shall, whilst it is endorsed as a deductible gift recipient, maintain for the principle objectives of the organisation a gift fund:
- a) to which gifts of money or property for the purpose are made;
 - b) to which any money received by the NDGP because of those gifts is to be credited; and
 - c) that does not receive any other money or property.
- 44.2 The NDGP will only use the following for the principle objectives of the organisation:
- a) gifts made to the Gift Fund; and
 - b) any money received because of those gifts.

45. **FINANCIAL YEAR**

- 45.1 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.

46. **WINDING UP AND APPLICATION OF SURPLUS**

- 46.1 The association may be wound up in the manner provided for by the Act.
- 46.2 If the gift fund is wound up, or if the endorsement (if any) of the association as a Deductible Gift Recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- 46.3 If the association is wound up, any surplus assets (other than the surplus assets of the gift fund) remaining after the payment of the association's liabilities shall be paid to another organisation whose principle purpose is charitable and similar objects which is not carried on for profit or gain of its individual members.

46.4 Transfer of surplus property and funds will be decided by, in accordance with a special resolution of the association, or in default of such a decision, in accordance with the decision by a Judge of the Supreme Court of New South Wales

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