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Constitution of
Financial Counsellors' Association of NSW



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Part 1 – Preliminary

1. Name

The name of the association shall be "Financial Counsellors' Association of New South Wales Inc" and is also to be known by its acronym "FCAN".

2. Purposes and objects

The purposes of FCAN are:

- to be a not-for-profit, charitable and benevolent institution;
- to provide support to financial counsellor Members and financial counselling agencies, particularly those which are public benevolent institutions and registered charities, through professional development, training and advocating for reform and funding for members.

The objectives of FCAN are to ensure that:

- financial counsellors in NSW are supported to comply with best practice
- the financial counselling sector has secure, stable and sustainable funding
- financial counselling has a high profile
- vulnerable consumers have an effective voice
- the Association is a strong, adaptive organisation that is valued by members, government and other stakeholders.

3. Non-Profit clause

The assets and income of the association shall be applied solely in furtherance of its purposes and objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered, goods sold or expenses properly incurred by or on behalf of the association.

4. Definitions

1. In this constitution:

Accredited Member as defined in the Membership Policy in the Policies and Procedures Manual.

Appeal as defined in clause 15(1).

Appeals Committee as defined in clause 15(2).

Board means the committee as defined in the Act.

Co-opted Directors means Directors who are co-opted to the Board pursuant to clause 17(8).

Director means a member of the Board.

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

Credit Advocate as defined in the Membership Policy in the Policies and Procedures Manual.

Elected Directors means Directors elected at the annual general meeting of the association under clauses 18 and 19, and includes where the context permits Directors who are appointed to fill a casual vacancy in their number.

Executive Officer means the Executive Officer of the association.

FCAN Funding Code of Conduct as included in the Policies and Procedures Manual.

Policies and Procedures Manual is a record of the by-laws as defined in clause 16(g).

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.

Voting Member means an Accredited Member, or Credit Advocate or such class of member given voting rights as set out in the by-laws.

2. In this constitution:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3. The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

5. Membership generally

A person is eligible to be a member of the association if:

- a) the person is a natural person, and
- b) the person has been nominated and approved for membership in one of the classes of membership of the association in accordance with clause 6 and the by-laws.

6. Nomination for membership

1) A nomination of a person for membership of the association:

- a) must be made to the association in writing in the form approved by the Board from time to time, and
- b) must be lodged with the Executive Officer of the association.

2) As soon as practicable after receiving a nomination for membership, the Executive Officer must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.

3) As soon as practicable after the Board makes that determination, the Executive Officer must:

- a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
- b) if the Board approved the nomination, request the nominee to pay (within the period of twenty eight (28) days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

4) The Executive Officer must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

7. Cessation of membership

A person ceases to be a member of the association if the person or organisation:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the association, or
- d) fails to pay the annual membership fee under clause 11 (2) within three (3) months after the fee is due, or
- e) fails to satisfy any professional development requirements set out in the by-laws.

8. 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.

9. Resignation of membership

1) A member of the association may resign from membership of the association by first giving to the Executive Officer written notice. The member ceases to be a member from the date of notification. Members resigning are not entitled to the refund of any fees.

2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Executive Officer must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

1) The Executive Officer must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

2) The register of members must be kept in New South Wales:

- a) at the main premises of the association, or
- b) if the association has no premises, at the association's official address.

3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. Fees and subscriptions

1) A member of the association must, on admission to membership pay the association a fee as determined by the Board.

2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee, as determined by the Board:

- a) except as provided by paragraph (b), before 1 July in each calendar year, or
- b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

12. 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 11.

13. 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, will be dealt with by the parties to the dispute who must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- 2) If the parties are unable to resolve the dispute at the meeting, or, if a party fails to attend that meeting, then the parties must within 30 days (or as soon as practicable) hold a meeting in the presence of a mediator.
- 3) The mediator must be:
 - a) a person chosen by agreement by the parties; or
 - b) in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the Board;
 - ii. in the case of a dispute between a member and the Board, a person who is a mediator appointed or employed by Community Justice Centres pursuant to the Community Justice Act 1983.
- 4) If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 5) The Commercial Arbitration Act 2010 applies to any such dispute referred to arbitration.

14. Disciplining of members

- 1) The Board may decide to institute an investigation in relation to a member where:
 - a) a complaint is made against the member; or
 - b) other information comes to the Board's attention,in either case that suggests unsatisfactory professional conduct on the part of the member, or that the member has refused or neglected to comply with a provision or provisions of this constitution or a by-law, or has wilfully acted in a manner prejudicial to the interests of the association.
- 2) The Board may establish by-laws in relation to determining whether to institute such investigation, and in relation to the conduct and conclusion of any investigation.

- 3) The Board has the discretion to determine who should be appointed as investigator of the matter.
- 4) Where an investigation is conducted the investigator may provide information to the member's employer and obtain information from the member's employer, where reasonably necessary to investigate an allegation of unprofessional conduct or other matter the subject of the complaint (and the member is deemed to have consented to this as a condition of their membership of the association).
- 5) At the conclusion of the investigation, the investigator must report to the Board, and the Board must decide what remedial action, if any, should be taken. This may include:
 - a) counselling the member about the matter, or
 - b) the provision of a formal warning to the member, or
 - c) requiring the member to undertake remedial action such as provide an apology to the client or employer agency or complete specified training, or
 - d) suspending the member from membership of the association for a defined period or until defined action is undertaken, or
 - e) terminating the member's membership of the association, or
 - f) any other action the Board thinks appropriate.

15. Right of appeal where membership is suspended or terminated

- 1) A member whose membership has been suspended or terminated may appeal the decision by giving notice to the Board. The notice of appeal must be given to the Board within the period of twenty eight (28) days from the date that the Board notified the member of his or her membership suspension or termination.
- 2) The Board must appoint an independent Panel to decide the appeal. Their decision is final.
- 3) The Board may establish by-laws in relation to such appeal.
- 4) The Board is entitled to maintain a register with the names and details of members whose membership has been suspended or terminated and to make this register available to the Financial Counselling Australia (FCA) for provision to financial counselling associations in other States and Territories (and members are deemed as a condition of their membership of the association to have consented to this both during and after termination of their membership).

Part 3 - The Board

16. Powers of the Board

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

- a) is to control and manage the affairs of the association,
- 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,
- c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association, including the employing of staff,
- d) the Board at a Board meeting may establish by-laws,
- e) a by-law or combination of by-laws, must not override any clauses contained within this constitution,
- f) the Board may vary, add and delete by-laws and any changes must be notified to the members,
- g) A record of by-laws must be kept in a register to be known as the Policies and Procedures Manual, and
- h) the Board shall interpret the by-laws.

17. Composition and membership of the Board

- 1) The Board is to consist of Elected Directors, one of whom shall be appointed State liaison officer to Financial Counselling Australia, and the Board may also include Co-opted Directors.
- 2) The total number of Directors is to be a maximum of ten (10).
- 3) The number of Elected Directors shall be eight (8), or such other number not being more than ten (10) as the Board may from time to time determine.
- 4) The office-bearers of the association are as follows:
 - a) the Chair, and
 - b) the Deputy Chair, and
 - c) the Treasurer.
- 5) A Director may hold up to two (2) offices (other than both the Chair and Deputy Chair offices).
- 6) Subject to this constitution, Elected Directors hold office until the conclusion of the annual general meeting at which they are required to retire.
- 7) An Elected Director may not hold office for a continuous period in excess of six years or past the sixth annual general meeting following the Director's appointment, whichever the longer.
- 8) a) The Board may from time to time co-opt to the Board up to a maximum of two (2) persons who are not members of the association and whose appointment the Board considers will ensure that the Board will have an appropriate mix of skills, knowledge and experience ('Co-opted Directors').

- b) Co-opted Directors shall be appointed for a term of two years, subject to early termination as hereinafter provided, but they shall be eligible for reappointment.
- c) A Co-opted Director may resign at any time by notice in writing given to the Executive Officer, and the Board may at any time by giving notice in writing to the Co-opted Director remove that Co-opted Director from office.
- d) A Co-opted Director is also deemed to have resigned if an event referred to in sub-clause a), c), f), h), or i) of clause 23(2) occurs in respect of the Co-opted Director.
- e) A Co-opted Director is not eligible to be an office-bearer.

18. Rotation of Elected Directors

- 1) The notice to members giving notice of the first annual general meeting after the adoption of this amended constitution shall reflect the fact that this amended constitution, including without limitation clauses 17 and 19, will be effective as from the commencement of such annual general meeting.
- 2) At such first annual general meeting after the adoption of this constitution all the directors shall retire but be eligible (subject to clause 17(7)) for re-election as one of the eight (8) Elected Directors under clause 17(3).
- 3) The succeeding sub-clauses of this clause 18 relate to the second and subsequent annual general meetings after the adoption of this amended constitution.
- 4) At each annual general meeting 50% of the Elected Directors are subject to retirement by rotation (or, if that is an uneven number then the number nearest to but not exceeding 50% of the Elected Directors must retire from office as Elected Directors).
- 5) The Elected Directors to retire by rotation at each annual general meeting shall include any Elected Director who wishes to retire and does not wish to be reappointed as an Eligible Director, as well as any Eligible Director who is required to retire as a consequence of clause 17(7). Any further Elected Director required to retire must be the Director who has been in office the longest as Director.
- 6) If there are two (2) or more Elected Directors that have been in office for an equal amount of time, and an agreement cannot be reached between those Directors as to who will retire, then that will be determined by lot prior to nominations being called for.
- 7) A retiring Director is eligible for re-election, subject to clause 17(7).

19. Election of Elected Directors and office bearers

- 1) Nominations of candidates for election as Elected Directors:
 - a) must be made in writing, signed by two (2) Voting Members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination),

- b) must be delivered to the Executive Officer of the association at least fourteen (14) days before the date fixed for the holding of the annual general meeting at which the election is to take place, and
 - c) nominees must be Voting Members.
- 2) The Board shall comprise a maximum of two (2) Credit Advocates. If the number of Credit Advocates who would otherwise be elected exceeds two (2), then only the two (2) with the highest number of votes (determined by lot in the case of equality) are elected.
 - 3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - 4) If insufficient further nominations are received, any vacant positions remaining on the Board 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 Elected Directors is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
 - 8) The office bearers of the association are elected by the Board (in such usual and proper manner as the Board may direct), at the first meeting of the Board after the annual general meeting, and they hold office until the conclusion of the annual general meeting following their appointment.
 - 9) If a casual vacancy occurs in the office of an office bearer, the Board may fill such casual vacancy, and clause 19(8) applies.

20. No financial benefit

- 1) No person who is receiving a financial benefit from the association or is indebted to the association is entitled to serve as a Director. This includes having a direct or indirect pecuniary interest in a contract made by the Board unless the Board has formed the view that such interest is remote or trivial and has notified the Director accordingly.
- 2) Clause 20(1) does not prevent: the reimbursement of reasonable expenses properly incurred by any Director on behalf of the association.
- 3) Any Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in contemplation of the Board must disclose the pecuniary interest as soon as he or she becomes aware of the interest, and if the Board forms the view that such interest is or will be remote or trivial the Director must nevertheless not vote on any matters relating to the interest and the interest must be recorded in the minutes of the meeting.

21. Executive Officer

- 1) It is the duty of the Executive Officer to take minutes of Board meetings and keep minutes of:
 - a) all appointments of office-bearers and members of the Board, and
 - b) the names of members of the Board present at a Board meeting or a general meeting, and
 - c) all proceedings at Board meetings and general meetings.
- 2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22. 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.

23. Casual vacancies

- 1) In the event of a casual vacancy occurring in the office of an Elected Director, the Board may appoint a Voting Member of the association to fill the vacancy and the Voting Member so appointed is to hold office, subject to this constitution, in the same manner as if that Voting Member had been elected then at an annual general meeting.
- 2) A casual vacancy in the office of an Elected Director occurs if the Director:
 - 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 Executive Officer, or
 - e) is removed from office under clause 24, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Board from three (3) consecutive meetings of the Board, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
 - 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.

24. Removal of Elected Director

- 1) The association in general meeting may by resolution remove any Elected Director from the office of Elected Director before the expiration of their term of office and may by resolution appoint another person to hold office in the same manner as if that Elected Member had been elected then at an annual general meeting.
- 2) If an Elected Director to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Executive Officer or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Executive Officer or the Chair may send a copy of the representations to each member of the association or, if the representations are not so sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25. Board meetings and quorum

- 1) The Board must meet, either in person or by telephone, at least four (4) times in each period of twelve (12) months at such place and time as the Board may determine.
- 2) Additional meetings of the Board may be convened by the Chair or by any Elected Director.
- 3) Oral or written notice of a meeting of the Board must be given by the Executive Officer to each Director at least forty eight (48) hours (or such other period as may be unanimously agreed on by the members of the Board) 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 Directors present at the meeting unanimously agree to treat as urgent business.
- 5) Half of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 6) No business is to be transacted by the Board 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 Board:
 - a) the Chair or, in the Chair's absence, the Deputy Chair is to preside, or
 - b) if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the Directors present at the meeting is to preside.

26. Delegation by Board to sub-committee

- 1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the Board by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this clause, the Board 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 Board.
- 6) The Board 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.
- 8) A sub-committee may report on a regular basis to the Board.

27. Voting and decisions

- 1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 2) Each Director present at a meeting of the Board or of any sub-committee appointed by the Board (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 25 (5), the Board or sub-committee may act despite any vacancy on the Board or sub-committee.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or member of the sub-committee.

Part 4 - General Meetings

28. Annual General Meetings - holding of

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

29. Annual General Meetings - calling of and business at

- 1) The Annual General Meeting of the association is, subject to the Act and to clause 28, to be convened on such date and at such place and time as the Board thinks fit.
- 2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - a) to confirm the minutes of the last preceding Annual General Meeting,
 - b) to receive from the Board reports on the activities of the association during the last preceding financial year,
 - c) to elect the Elected Directors,
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - e) consideration of any other business of which required notice has been given.
- 3) An Annual General Meeting must be specified as such in the notice convening it.

30. General meetings - calling of

- 1) The Board may, whenever it thinks fit, convene a special general meeting of the association. The Board shall convene at least four (4) general meetings of members of the association in each calendar year in addition to the annual general meeting.
- 2) The Board must, on the requisition in writing of at least one fifth of members entitled to vote 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 Executive Officer, 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 Board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition in writing is lodged with the Executive Officer, any one or more of

the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

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 Board.

31. 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 Executive Officer must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Executive Officer must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

3) The Executive Officer must give twenty one (21) days notice of the Annual General Meeting.

4) 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 29 (2).

5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32. 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 (20) Voting Members present in person or by proxy constitute a quorum for the transaction of the business of a general meeting.

3) Thirty (30) Voting Members present in person or by proxy constitute a quorum for the transaction of the business at the Annual General Meeting.

4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present a formal meeting is not to be held.

5) If the meeting convened is on the requisition of members, if after half an hour of the appointed time for commencement a quorum is not present the meeting is to be dissolved.

6) In the absence of a quorum an informal meeting can be held, any business transacted can be ratified, if thought fit, at a subsequent formal meeting. The informal meeting must be held in

accordance with all the provisions that would have applied had the meeting been a formal meeting. No action can be taken on any business transacted at an informal meeting until such business has been ratified by a subsequent formal meeting.

33. Presiding member

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

34. 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 fourteen (14) days or more, the Executive Officer 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 subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35. Making of decisions

- 1) A question arising at a general meeting of the association is to be determined by either:
 - a) a show of hands, or
 - b) if on the motion of the chairperson or if five (5) or more members present in person or by proxy at the meeting decide that the question should be determined by a written ballot--a written ballot.
- 2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36. Special resolutions

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

37. Voting

- 1) On any question arising at a general meeting of the association a Voting Member has one vote only.
- 2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 3) A Voting Member is not entitled to vote at any general meeting of the association, whether in person or by proxy, unless all money due and payable by the member to the association has been paid.

38. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

39. Postal or electronic ballots

- 1) The association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 15).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40. 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 an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 - Miscellaneous

41. Insurance

The association may effect and maintain insurance.

42. Funds - source

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

43. 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 Board determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board, being members authorised to do so by the Board.

44. 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 Director.

45. Custody of books, etc.

- 1) All records, books and documents relating to the association must be kept at the business premises of the association.
- 2) 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.

46. Inspection of books, etc.

- 1) The following documents must be open to inspection at the premises of the association, 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 Board 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.

47. 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.

48. 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 twelve (12) months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

49. Distribution of property on winding up of association

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

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