

# **LAURIETON MENS SHED**

Incorporated

# **CONSTITUTION**

As amended at a Special General Meetings

held on 16<sup>th</sup> August, 2016 and 21<sup>st</sup> August, 2018



## CONTENTS

<b>Part 1 - Preliminary</b>	<b>PAGE 3</b>
Name	
Not for Profit	
Definitions	
<b>Part 2 - Membership</b>	<b>PAGE 4</b>
Membership qualifications	
Ordinary Members	
Nomination for Ordinary Membership	
Nomination for Honorary Membership	
Honorary Life Membership	
Cessation of membership	
Membership entitlements not transferable	
Resignation of membership	
Register of members	
Fees and subscriptions	
Members' liabilities	
Resolution of internal disputes	
Disciplining of members	
Right of appeal of disciplined member	
<b>Part 3 - The Management Committee</b>	<b>PAGE 8</b>
Powers of the Management Committee	
Composition and membership	
Election of Management Committee members	
Secretary	
Treasurer	
Casual vacancies	
Removal of committee member	
Committee meetings and quorum	
Appointment of Sub-Committees	
Voting and decisions	
<b>Part 4 - General meetings</b>	<b>PAGE 11</b>
Annual general meetings - holding of	
Annual general meetings - calling of and business at	

Special general meetings - calling of  
Notice  
Quorum for general meetings  
Presiding member  
Adjournment  
Making of decisions  
Special resolution  
Voting  
Appointment of proxies and postal ballots

**Part 5 – Miscellaneous**

**Page 13**

Insurance  
Funds - source  
Funds - management  
Change of name, objects and constitution  
Common seal  
Custody of books  
Inspection of books  
Service of notices  
Financial year

**Appendices**

Application for membership of Shed

**Page 15**

Form of appointment of proxy

**Page 16**

Nomination for Honorary Life Membership

**Page 17**

## Part 1 - Preliminary

### Name

- 1) The Association shall be known as Laurieton Mens Shed Inc. (an Incorporated Association) hereinafter referred to as the Shed

### Objects

- 2) The objects of the Shed are to advance the health and well-being of our members by providing a safe and happy environment where 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
  - (e) Mentor younger men

### 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

### Definitions

- 4) In this Constitution:
  - (a) The Shed means Laurieton Mens Shed Inc.
  - (b) Director-General means the Director-General of the Department of Services, Technology and Administration.
  - (c) ordinary committee member means a member of the Management Committee who is not an office-bearer of the Shed
  - (d) Secretary means: (a) the person holding office under this constitution 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 other than an annual general meeting.
  - (f) the Act means the Associations Incorporation Act 2009.
  - (g) the Regulation means the Associations Incorporation Regulation 2010.
- 5) 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.
- 6) 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

### Membership qualifications

7) Membership of the Shed is open to males 18 years of age and older. There are 3 classes of members:-

- (a) Ordinary members,
- (b) Honorary members; and
- (c) Honorary Life members.

### Ordinary Members

8. An ordinary member has all the privileges of membership. An ordinary member must be nominated for ordinary membership of the Shed as provided by Clause 9) and must be approved for ordinary membership of the Shed by the Management Committee.

### Nomination for Ordinary Membership

9) A nomination for ordinary membership of the Shed:

- (a) must be made by a member of the Shed in writing in the form set out in Appendix 1 to this constitution, and
- (b) must be lodged with the Secretary of the Shed.

10) As soon as practicable after receiving a nomination for ordinary membership, the Secretary must refer the nomination to the Management Committee which is to determine whether to approve or to reject the nomination.

11) As soon as practicable after the Management Committee makes that determination, the Secretary must:

- (a) notify the nominee, in writing, that the Management Committee approved or rejected the nomination (whichever is applicable), and
- (b) if the Management Committee approved the nomination, request the nominee to pay (within the period of 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.

12) If the nomination is approved, the Secretary must, on payment by the nominee of the amounts referred to in Clause 11) (b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes an ordinary member of the Shed.

### Nomination for Honorary Membership

12(A) Despite Clause 7, an Honorary member may be a female. A nomination for Honorary membership of the Shed:

- (a) must be made by a member of the Shed in writing in the form set out in Appendix 1 to this constitution, and must give details of the special circumstances that the nominator considers justifies Honorary Membership of the Shed; and
- (b) must be lodged with the Secretary of the Shed.

12(B). The Special Circumstances which justify Honorary Membership include, but are in no way limited to, the service that the nominee has given to the Shed, the benefit to the nominee of Honorary Membership, the benefit that might accrue to the Shed if Honorary Membership is approved and such other matters or circumstances as the Management Committee may, from time to time, consider appropriate.

12(C) As soon as practicable after receiving a nomination for Honorary membership, the Secretary must refer the nomination to the Management Committee which is to determine whether to approve or to reject the nomination. In considering the nomination, the Management Committee must consider the special circumstances of the nominee which

would justify election to Honorary membership and, if approved, must also determine the period of the Honorary Membership which must not exceed the period expiring at the end of the Management Committee Meeting following 2nd Annual General Meeting after the approval of the nomination.

12(D) At any time, if the Management Committee considers there is good cause so to do, the Management Committee may extend an Honorary Membership for a further period not exceeding a period expiring at the end of the Management Committee Meeting following the 2nd Annual General Meeting after the Management Committee's decision on that extension.

12(E) As soon as practicable after the Management Committee makes a determination in respect of an Honorary Membership, the Secretary must:

- (a) notify the nominator, in writing, that the Management Committee has approved or rejected the nomination or extended the Honorary Membership (whichever is applicable), and
- (b) if the nomination or extension is approved, notify the nominee in writing that the nomination for, or extension of, Honorary Membership has been approved and of the term of the Honorary Membership or extension.

12(F). An Honorary Member is not liable for any annual subscription or joining fee and is entitled to free membership and all the privileges of Ordinary membership while an Honorary Member except that an Honorary has no voting rights.

12(G)The Secretary must notify the Honorary Member of the election to Honorary membership and, on receipt of the Honorary Members acceptance of Honorary membership, cause to be entered the Honorary Member's name and the term of membership in the register of members. On the name being so entered, the nominee becomes an Honorary member of the Shed for the term of Honorary Membership approved.

## Honorary Life Membership

12(H) If an Ordinary Member or a male Honorary Member has rendered truly exceptional or valuable service to the Shed, he may be considered for Honorary Life Membership. A nomination for Honorary Life Membership of the Shed:

(a) must be made and signed by an Ordinary Member or Honorary Life Member of the Shed, in writing, in the form set out in Appendix 3 to this constitution, and must also be signed by no less than 6 other members of the Shed, at least 5 of whom must be Ordinary or Honorary Life members, and must give details of the exceptional or valuable services rendered by the nominee to the Shed that the nominator and supporters consider deserves Honorary Life Membership of the Shed; and

(b) must be lodged with the Secretary of the Shed.

12(I) As soon as practicable after receiving a duly supported nomination for Honorary Life membership, the Secretary must refer the nomination and any supporting documentation to the Management Committee which is to determine whether to approve or to reject the nomination. The Management Committee may call for further information and for assistance in considering whether to approve or reject the nomination and may defer consideration of the nomination from time to time. A resolution approving the nomination must be passed by at least 5 members of the Management Committee. A resolution rejecting the nomination requires only a simple majority of those members of the Management Committee present at that meeting.

12(J) If the Management Committee rejects the nomination, the Secretary must notify the nominator of that decision. If the Management Committee approves the nomination the Secretary must notify the nominator in writing of that approval and inform the nominator of the arrangements to be made for presentation of the Honorary Life Membership. Normally the presentation would be done at the next Annual General Meeting of the Shed, but other arrangements may be made as the Management Committee thinks appropriate. The decision of the Management Committee on the nomination is final and may not be questioned, but does not prevent any future nomination for Honorary Life Membership of the person nominated.

12(K). An Honorary Life Member is entitled for the rest of his life to all the privileges of an Ordinary member but is exempt from payment of any Annual Subscription or other membership fee."

## Cessation of membership

- 13) A person ceases to be a member of the Shed if the person:
- (a) dies, or
  - (b) resigns membership, or
  - (c) does not 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

- 14) 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.

## Resignation of membership

- 15) A member of the Shed is not entitled to resign that membership except in accordance with clause 16.
- 16) 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.
- 17) If a member of the Shed ceases to be a member under Clause 16) 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.

## Register of members

- 18) 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) their email address if available,
  - (c) the date on which the person became a member.
- 19) The register of members may be kept in electronic form.
- 20) The register of members must be kept in NSW at the principal place of administration of the Shed and must be open for inspection, free of charge, by any member of the Shed at any reasonable hour.
- 21) A member of the Shed may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Management Committee, that other amount.
- 22) 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 to be made available for inspection.
- 23) 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 Shed or other material relating to the Shed.
  - (b) any other purpose necessary to comply with a requirement of the Act or Regulation.

## Fees and subscriptions

- 24) A member of the Shed must, on admission to membership, pay to the Shed an entrance fee as determined by the Management Committee .
- 25) The Management Committee shall set annual subscriptions which shall become due and payable before the 1st of September in each year or such other date as the Management Committee may determine from time to time. *(Amended at Special General Meeting held 21<sup>st</sup> August, 2018)*



- 26) The Management Committee may vary the amount paid by a member in recognition of the member's special circumstances.

## Members' liabilities

- 27) 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 Clauses 24), 25) and 26).

## Resolution of internal disputes

- 28) Disputes between members (in their capacity as members) of the Shed, and disputes between members and the Shed, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- 29) 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.
- 30) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## Disciplining of members

- 31) A complaint may be made to the Management Committee by any member that a member of the Shed:
- (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Shed.
- 32) On receiving such a 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.
- 33) 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.
- 34) 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 Clauses 36) to 40).
- 35) 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 Shed confirms the resolution under Clause 40), whichever is the later.

## Right of appeal of disciplined member

- 36) A member may appeal to the Shed in general meeting against a resolution of the Management Committee under Clause 33), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 37) 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.
- 38) On receipt of a notice from a member under Clause 36) the Secretary must notify the Management Committee which is to convene a general meeting of the Shed to be held within 28 days after the date on which the Secretary received the notice.

- 39) At a general meeting of the Shed convened under Clause 38):
- (a) no business other than the question of 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.
- 40) The appeal is to be determined by a simple majority of votes cast by members of the Shed.

## **Part 3 - The Management Committee**

### **Powers of the Management Committee**

- 41) The Management Committee of the Shed, subject to the Act, the Regulation and this Constitution 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 this constitution to be exercised by a general meeting of members of the Shed, and
  - (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.

### **Composition and membership**

- 42) The Management Committee is to consist of:
- (a) the office-bearers of the Shed and
  - (b) three ordinary committee members and a committee member may hold up to two offices (other than both the president and vice-president offices).
- 43) The office-bearers of the Shed are to be : (a) the President (b) the vice-President (c) the Treasurer and (d) the Secretary.
- 44) To qualify for election to the Management Committee, a person must be a current financial member of the Shed and not disqualified under Clause 59.
- 45) The normal term of office of a Management Committee member is from the date of election to the close of the second annual general meeting after that election.
- 46) To maintain continuity of Management Committee membership, approximately one half of the Management Committee shall be elected at any annual general meeting, and the remaining Management Committee positions shall be elected at the next following annual general meeting.
- 47) Positions open for election at an annual general meeting under Clause 46 shall comprise: two of the office-bearers of the Shed, and one or two - as determined under Clause 46 -of the ordinary members of the Management Committee.
- 48) In the event of a casual vacancy occurring 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 this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

### **Election of Management Committee members**

- 49) Nominations of candidates for election as office-bearers of the Shed or as ordinary' members of the Management Committee:
- (a) must be made in writing, signed by 2 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 at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- 50) 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.
- 51) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- 52) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 53) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 54) 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 the Management Committee may direct.

## Secretary

- 55) The Secretary of the Shed must, as soon as practicable after being appointed as Secretary, lodge notice with the Shed of his address and contact details.
- 56) 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.
- 57) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## Treasurer

- 58) 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

- 59) For the purposes of this constitution, 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 Clause 60), or
  - (f) becomes mentally incapacitated person, or
  - (g) is absent without the consent of the Management Committee from three (3) consecutive meetings of the Management Committee.
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## Removal of Management Committee member

- 60) The Shed in general meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution

appoint another person to hold office until the expiration of the term of office of the member so removed.

- 61) If a member of the Management Committee to whom a proposed resolution referred to in *Clause 60)* *rehtcs* makes representations in writing to the Secretary' or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Shed, the Secretary or the President may send a copy of the representations to each member of the Shed or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## Committee Meetings and quorum

- 62) The Management Committee must meet at least 10 times in each period of 12 months at such place and time as the Management Committee may determine.
- 63) Additional meetings of the Management Committee may be convened by the President or by any other Management Committee member.
- 64) An agenda for 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.
- 65) Any four (4) members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 66) 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 to the same place and at the same hour of the same day in the following week.
- 67) 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.
- 68) 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 Management Committee members as may be chosen by the members present at the meeting is to preside.

## Appointment of Sub-Committees

- 69) The Management Committee may, by resolution, appoint one or more sub-committees (consisting of at least one member of the Management Committee) together with such member or members of the Shed as the Management Committee thinks fit) to advise the Management Committee on various matters including:
- (a) Operations
  - (b) Membership
  - (c) Finance
- 70) The Management Committee may, by resolution, revoke wholly or in part any appointment under Clause 69.
- 71) A sub-committee may meet and adjourn, as it thinks proper, and may invite experts to attend its meetings to advise on matters relevant to the work of the sub-committee.

## Voting and decisions

- 72) 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.
- 73) 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.

- 74) Each member present at a meeting of the Management Committee or of any subcommittee 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.
- 75) Subject to Clause 65), the Management Committee may act despite any vacancy on the Management Committee.
- 76) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a subcommittee 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 - General Meetings**

### **Annual general meetings - holding of**

- 77) With the exception of the first annual general meeting of the Shed, the Shed must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Shed, convene an annual general meeting of its members.
- 78) The Shed must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the Shed.
- 79) Clauses 77) and 78) have effect subject to any extension or permission granted by the Director-General or prescribed by the Regulation.

### **Annual general meetings - calling of and business at**

- 80) The annual general meeting of the Shed is, subject to the Act and to Clauses 77) to 79), to be convened on such date and at such place and time as the Management Committee thinks fit.
- 81) 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 Shed during the last preceding financial year,
  - (c) to elect office-bearers of the Shed and ordinary members of the Management Committee,
  - (d) to receive and consider the financial statements including an income and expenditure statement and balance sheet which are required to be submitted to members under the Act.
- 82) An annual general meeting must be specified as such in the notice convening it.

### **Special general meetings - calling of**

- 83) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Shed.
- 84) The Management Committee must, on the requisition in writing of at least 25 per cent of the total number of members, convene a special general meeting of the Shed.
- 85) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 86) If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 87) A special general meeting convened by a member or members as referred to in Clause 86) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

## Notice

- 88) Except 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 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.
- 89) 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 general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 88), the intention to propose the resolution as a special resolution.
- 90) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- 91) Notice may be sent by email to the email address of the member which is recorded in the register of members.

## Quorum for general meetings

- 92) 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.
- 93) Five (5) members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 94) 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.
  - (c) 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 3) is to constitute a quorum.

## Presiding member

- 95) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Shed.
- 96) 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

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

- 100) A question arising at a general meeting of the Shed is to be determined by either: (a) a show of hands, or (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- 101) 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 Shed, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 102) 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.

## Special resolution

- 103) A resolution of the Shed is a special resolution:  
if it is passed by a majority which comprises at least three-quarters of such members of the Shed as, being entitled under this constitution so to do, vote in person, or by proxy 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 this constitution.
- 104) Under the Act a special resolution is required to change the association name or its objects or its constitution and also for a voluntary winding up.

## Voting

- 105) On any question arising at a general meeting of the Shed a member has one vote only.
- 106) All votes must be given personally, or by proxy but no member may hold more than 5 proxies,
- 107) 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.
- 108) A member or a proxy is not entitled to vote at any general meeting of the Shed unless all money due and payable by the member or proxy to the Shed has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## Appointment of proxies and postal ballots

- 109) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 110) The notice appointing the proxy is to be in the form set out in Appendix 2 to this constitution.
- 111) Postal ballots will not be conducted.

## Part 5 - Miscellaneous

### Insurance

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

### Funds - source

- 113) 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.
- 114) 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.
- 115) The Shed must, as soon as practicable after receiving any money, issue an appropriate receipt if a receipt is requested.

## Funds - management

- 116) 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.
- 117) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee, being members authorised to do so by the Management Committee.

## Change of Name, Objects and Constitution

- 118) An application to the Director-General for registration of a change in the Shed'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.

## Common seal

- 119) The common seal of the Shed must be kept in the custody of the public officer.
- 120) The common seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Management Committee or of 1 member of the Management Committee and of the public officer or Secretary.

## Custody of books

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

## Inspection of books

- 122) The records, books, financial documents, this Constitution and all minutes of committee and general meetings of the Shed must be open to inspection, free of charge, by a member of the Shed at any reasonable hour.
- 123) A member of the Shed may obtain a copy of any of the documents referred to in Clause 122) on payment of a fee of not more than \$1 for each page copied.

## Service of notices

- 124) 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.
- 125) 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.

## Financial Year

- 126) The financial year of the Laurieton Mens Shed Inc is:
- (a) the period of time commencing on the date of incorporation being 15 September 2009 and ending on the following 30 June, and
  - (b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.



**Appendix 1**

LAURIETON MENS SHED INC.

APPLICATION FOR MEMBERSHIP

I, .....(full name of applicant)

of ..... (address)

hereby apply to become a member / honorary member \* of THE LAURIETON MENS SHED Inc. In the event of my admission as a member, I agree to be bound by the Constitution and rules of the Shed for the time being in force.

.....  
Signature of applicant Date

.....  
Email address

We,.....and.....being members of the Shed, nominate the applicant, who is personally known to us, for membership of the Shed.

.....  
Signature of proposer Date

.....  
Signature of seconder Date

Submitted to Management Committee on:

Entrance fee paid:

Subscription paid:

Delete one as appropriate

Appendix 2

**LAURIETON MENS SHED Inc.**

**FORM OF APPOINTMENT OF PROXY**

I.....  
(full name)

of.....  
(address)

being a member of the Shed hereby appoint

(full name of proxy)  
being a member of the Shed, as my proxy to vote for me on my behalf at the annual general / special  
general meeting of the Shed to be held on the.....day of..... and at any adjournment  
of that meeting.

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

\* to be inserted if desired.

Signature of member appointing proxy Date

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

**Appendix 3**

**LAURIETON MENS SHED INC.**

**NOMINATION FOR HONORARY LIFE MEMBERSHIP**

I, .....

(full name of nominator)

being a member of Laurieton Mens Shed Inc. nominate

.....

(full name of proposed Honorary Life member) to Honorary Life Membership of Laurieton Men's Shed Inc.

.....

Signature of Nominator

Date

We ,.....and.....

and.....and.....

and.....and.....

being members of Laurieton Mens Shed Inc. support this nomination

.....

Signature of proposer

Date

.....

Signature of supporter

Date

.....

Signature of supporter

Date

.....

Signature of supporter

Date

.....

Signature of supporter

Date

.....

Signature of supporter

Date

.....

Signature of supporter

Date

Submitted to Management Committee on:

**DETAILS OF EXCEPTIONAL AND VALUABLE SERVICES**

See attached and below:-

.....

.....

.....

.....