Constitution of the University of New England Medical Students Association, Incorporated (UNEMSA)



Including changes made up to 19 October 2023

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Part 1 Preliminary

1 Name

(1) The official name of this organisation shall be University of New England Medical Students' Association Inc. The association shall trade under the name UNEMSA Inc.

2 Aims and Objectives

(1) The aims and objectives of UNEMSA shall be:

(a) To support and enhance the experience, welfare and wellbeing of UNEMSA members through social, educational, cultural, sporting and charitable activities and functions;

(b) To facilitate communication between students themselves and between students and staff of the JMP and SRM;

(c) To be active in representing members' views to AMSA, AMA(NSW), NSWMSC, the University, the Faculty, associated Faculty committees and other bodies associated with the JMP, medical education or medicine generally;

(d) To foster interaction between JMP students who are members of UNEMSA and UNMS;

(e) To foster interaction with other medical societies around the country and overseas.

(2) UNEMSA may subscribe to, support with its funds, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objectives are similar to those of UNEMSA, provided that UNEMSA shall not subscribe to or support with its funds any association or organisation which allows the distribution of its income and property amongst its members.

3 Definitions

(1) In this constitution:

Academic Term means the periods of timoe in which Years 1, 2 and 3 students are present at the University for their respective academic semesters;

AGM means the Annual General Meeting;

AMSA means the Australian Medical Students' Association;

Association means UNEMSA;

Committee means the UNEMSA Committee;

Executive means the UNEMSA Executive Committee;

Executive committee member means a member of the Executive Committee;

Faculty means the staff of the JMP and SRM;

JMP means the Joint Medical Program of the University of Newcastle and University of New England;

MD means the JMP Bachelor of Medical Science/Doctor of Medicine course;

ordinary committee member means a member of the committee who is not an office-bearer of the association;

Secretary means:

(a) the person holding office under this constitution as Secretary of the association, or

(b) if no person holds that office - the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting;

SRM means the University of New England School of Rural Medicine;

Student means a student enrolled in the BMed or MD programs through the University of New England or the University of Newcastle;

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;

UNE means University of New England;

UNELife means the Clubs and Societies subcommittee of UNE;

UNEMSA means University of New England Medical Students' Association Inc;

University means the University of New England;

UNMS means the University of Newcastle Medical Society;

the Act means the *Associations Incorporation Act 2009*;

The Regulation means the *Associations Incorporation Regulation 2016*.

(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

4 Membership generally

(1) The membership of the association will consist of the following categories:

(a) Ordinary membership

(b) Associate membership

(c) Honorary membership

(2) A person is eligible to be an Ordinary member of the association if:

(a) the person is a natural person, and;

(b) the person is enrolled as a Student or has taken a leave of absence from this program lasting not longer than 1 year, and;

(b) the person has applied and been approved for membership of the association in accordance with clause 5.

(3) A person is eligible to be an Associate member of the association if:

(a) the person is a natural person, and;

(b) does not qualify for Ordinary membership, and;

(c) are a current member of UNMS, and;

(4) A person is eligible to be an Honorary member of the association if:

(a) the person is a natural person, and;

(b) the person has, in the opinion of the Association, have demonstrated extraordinary support and commitment to the purpose of the Association, and;

(c) the person is granted Honorary membership by the majority vote of Committee members at a meeting.

(5) Associate and Honorary members shall have the same rights as Ordinary members, except the rights to:

(a) Vote in any election of the association, except they may vote for Clinical School Representatives,

(b) Nominate for a position on the Ordinary or Executive committee, (c) Vote in a general or special general meeting,

(d) Contribute towards a quorum at a general or special general meeting. An Associate Member may be appointed as a Clinical School Representative.

5 Application for membership

(1) An application by a person for membership of the association:

(a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and;

(b) must be lodged (including by electronic means, if the committee so determines) with the Secretary of the association.

(c) must include the sum payable under this constitution by a member as the membership fee of the association.

(2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Executive, which is to determine whether to approve or to reject the application.

(3) As soon as practicable after the Executive makes that determination, the Secretary must:

(a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the Executive approved or rejected the application (whichever is applicable).

(4) The Secretary must, on the approval of the applicant by the Executive referred to in subclause (3) (a), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

6 Cessation of membership

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

(a) graduates, or

(b) dies, or

(c) resigns membership, or

(d) is expelled from the association, or

(e) fails to pay the membership fee under clause 8 (2) within 3 months after the fee is due.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

(a) is not capable of being transferred or transmitted to another person, and

(b) terminates on cessation of the person's membership.

8 Resignation of membership

(1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(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 Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

(1) The Secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email 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) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

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

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

(6) If the register of members is kept in electronic form:

(a) it must be convertible into hard copy, and

(b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10 Fees and subscriptions

(1) A member of the association must, on application to membership, pay to the association an amount as determined by the Executive.

(2) Associate and Honorary members shall not have to pay the membership fees of the association.

11 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

12 Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

(2) 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.

(3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

13 Disciplining of members

(1) A complaint may be made to the Executive by any person that a member of the association:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association, or

(c) has breached the association's *Code of Conduct*.

(2) The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Executive decides to deal with the complaint, the Executive:

(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 Executive in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

(4) The Executive may, by resolution, expel the member from the association or suspend the member from membership of the association, or another action as outlined in the association's Code of Conduct and Welfare and Incident Response Protocol, if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the action is warranted in the circumstances.

(5) If the Executive 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 Executive for having taken that action and of the member's right of appeal under clause 12.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14,

whichever is the later.

(7) The association's disciplinary procedures are further outlined in its *Code of Conduct and Welfare* and *Incident Response Protocol*.

14 Right of appeal of disciplined member

(1) A member may appeal to the association in general meeting against a resolution of the Executive under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Executive, which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.

(4) At a general meeting of the association convened under subclause (3):

(a) no business other than the question of the appeal is to be transacted, and

(b) the Executive and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

15 Powers of the committee

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

(a) is to control and manage the affairs of the association; and

(b) may exercise all the functions that 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, or by the ordinary committee; and

(c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association; noting that

(d) decisions regarding policy or the budget are only to be taken by the Executive and the Ordinary Committee in a joint session.

16 Composition and membership of committee

(1) The committee is to consist of:

(a) the Executive of the association, and

(b) the Ordinary Committee of the association,

each of whom is to be elected at the annual general meeting of the association under clause 17, with the exception of the Indigenous and Queer representatives, and:

(c) the Extended committee of the association,

each of whom is to be selected by the Executive during their term as required under subclause (4).

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The office-bearers of the association who form the Executive are as follows:

(a) the President,

(b) the Vice President External,

(c) the Vice President Internal,

(d) the Treasurer,

(e) the Secretary,

(f) the AMSA Representative,

(g) the Sponsorship Officer.

(3) The members of the association who form the Ordinary Committee of the association are as follows:

(a) all members of the Executive,

(b) the AMSA Junior Representative,

(c) the one or two Publications and Design Officers,

(d) the Promotions and IT Officer,

(e) two elected members for each of the following positions:

(1) First Year Representative,
(2) Second Year Representative,

(3) Third Year Representative.

(f) one or two elected members for each of the following positions: (1)

Fourth Year Representative,

(2) Fifth Year Representative.

(3) the Social Convenor,

(4) the Academic Convenor,

(5) the Sports Convenor,

(6) the Wellbeing Officer,

(7) the Engagement Officer.

(g) the Indigenous Representative

(1) The position of Indigenous representative is to be elected by the associations Indigenous members;

(2) In the event that no Indigenous representative is elected, then the role shall be offered to the UNE AIDA representative;

(3) The position is an Indigenous identified position.

(h) the Queer representative

(1) The position of Queer representative is to be filled by a self-identifying LGBTQIA+ individual, selected by the association's Queer students

(4) The Extended committee shall consist of temporary roles required to fulfil the association's duties, as determined by the Executive.

Note. For reference, this has previously included the roles of Med Revue convenor and O Camp convenor

(5) A committee member may hold up to 2 offices (other than the offices of the Executive).

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

(6) The position descriptions, roles, and responsibilities of members of the Executive, Ordinary, and Extended committees are to be outlined in policy, accessible to all members.

Note. The roles and responsibilities of the Secretary and Treasurer are separately outlined in clauses 18 and 19 in accordance with the Act.

17 Election of committee members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

(a) must be made in writing, and,

(b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place, with the exception of:

(1) First Year Representatives,

(2) Second Year Representatives,

(3) Third Year Representatives,

(4) Fourth Year Representatives,

(5) Fifth Year Representatives, and

(6) the AMSA Junior representative.

Who are to be elected within one (1) month of the beginning of their academic year. The time and location of the election will be advertised at least seven (7) days prior to the election.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, a two-thirds majority vote of confidence from voting members must be achieved for the nominee to hold office.

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

(6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

(7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association, and:

(a) for the positions of First Year Representative and AMSA junior representative, be a current first year cohort student;

(b) for the position of Second Year representative, be a current second year cohort student;

(c) for the position of Third Year representative, be a current third year cohort student;

(d) for the position of Fourth Year representative, be a current fourth year cohort student;

(e) for the position of Fifth Year representative, be a current fifth year cohort student.

18 Secretary

(1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.

(2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:

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

(b) the names of members of the committee present at a committee meeting or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

(4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

19 Treasurer

It is the duty of the Treasurer of the association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

(b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

20 Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the Executive may appoint a member of the association (in a manner of their choosing) to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies, or

(b) ceases to be a member of the association, or

(c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

(d) resigns office by notice in writing given to the Secretary, or

(e) is removed from office under clause 21, or

(f) becomes a mentally incapacitated person, or

(h) is absent without the consent of the committee from 3 consecutive meetings of the Executive, or

(i) 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

(j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21 Removal of committee members

(1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed, provided:

(a) the resolution is passed with a two-thirds majority,

(b) at least fourteen (14) days' notice of the intention to move a motion of revocation has been served on the person, and;

(c) the member has been given a reasonable opportunity to speak to the motion.

(2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the President may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22 Committee meetings and quorum

(1) Members of the Ordinary and Extended committee must meet at least 12 times in each period of 12 months at the place and time that the committee may determine.

(2) Members of the Executive must meet at least 3 times in each period of twelve 12 months at such place and time the Executive may determine.

(3) All meetings of the members of the Ordinary committee are open to Members of the association

(4) Meetings of the members of the Executive committee are only open to members of the Executive, however:

(a) A general summary of executive meetings must be provided at meetings of the Ordinary committee prior to tabled business, whilst excluding items that may compromise confidentiality, or the functionality of UNEMSA.

(5) Additional meetings of the committee may be convened by the President or by any member of the committee.

(6) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(7) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other

than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(8) No less than half of the members of the committee shall constitute a quorum for the transaction of the business of a meeting of the committee.

(9) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(9) At a meeting of the committee:

(a) the President or, in the President's absence, the Vice President internal or external, is to preside, or

(b) if the President and the Vice Presidents are absent or unwilling to act, one of the remaining members of the Executive is to preside.

23 Use of technology at committee meetings

(1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.

(2) A committee member who participates in a committee 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.

24 Delegation by committee to sub-committee

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

(2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 22 (8), the committee may act despite any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

26 Annual general meetings - holding of

(1) The association must hold its annual general meetings:

(a) within 6 months after the close of the association's financial year, or

(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

Note. At the time of writing, the association is to hold its Annual General Meeting in the month of October.

27 Annual general meetings - calling of and business at

(1) The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the committee 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 and of any special general meeting held since that meeting,

(b) to receive from the committee reports on the activities of the association during the last preceding financial year,

(c) to hold elections for Executive and Ordinary committee positions for the coming term, as outlined in clauses (16) and (17), and,

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting must be specified as that type of meeting in the notice convening it.

28 Special general meetings - calling of

(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting:

(a) must be in writing, and

(b) must state the purpose or purposes of the meeting, and

(c) must be signed by the members I making the requisition, and

(d) must be lodged with the Secretary, and

(e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3

months after that date.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

(6) For the purposes of subclause (3):

(a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

29 Notice

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

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

Note. A special resolution must be passed in accordance with section 39 of the Act.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27 (2).

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

30 Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

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

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members—is to be dissolved, and

(b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31 Presiding member

(1) The President or, in the President's absence, the Vice President external or Vice President internal, is to preside as chairperson at each general meeting of the association.

(2) If the President and the Vice Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32 Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in 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.

33 Making of decisions

(1) A question arising at a general meeting of the association is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, 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.

(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) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.

(4) 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.

34 Special resolutions

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

35 Voting

(1) On any question arising at a general meeting of the association a 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 member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

36 Proxy votes not permitted

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

37 Postal or electronic ballots

(1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

38 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

39 Insurance

The association may effect and maintain insurance.

40 Funds - source

(1) The funds of the Association shall be derived from ticket sales, merchandise sales, membership fees, donations, sponsorship and any other sources as the Committee determines.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Funds - management

(1) The association shall adhere to the financial requirements of UNE Life, specifically:

(a) UNEMSA shall hold a cheque account with two signatories required for cheque withdrawals;

(b) Other withdrawals from the UNEMSA cheque account via any method other than cheque must require dual password access. These passwords are to be held by the signatories;

(c) The President, Vice Presidents and Treasurer may be signatories to all of the UNEMSA bank accounts. The Committee shall establish a policy setting out banking access to the working accounts for other members of the Executive or Ordinary Committee. The policy shall balance the operational requirements of UNEMSA with minimising the number of people with access to the working bank account. The signatories will establish an online banking account with the bank or credit union with whom UNEMSA holds the cheque account;

(d) Where a cheque withdrawal needs to be made, it is required that at least one signatory is the President or the Treasurer;

(2) UNEMSA may hold other accounts with financial institutions, with approval from the Committee, for purposes which are beneficiary to the association and its Members. Any funds held in any such account must first be transferred by two signatories from the UNEMSA cheque account. Signatories of such accounts will include the President, Treasurer and whomever else the Executive deems appropriate.

(3) All financial transactions must be beneficial to UNEMSA and its Members and be demonstrated to be fiscally responsible with the ultimate purpose of maintaining financial security and long-term financial sustainability.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

(5) Nothing herein contained will be construed as to prevent the payment or repayment to any Member of approved out of pocket expenses, money

lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

42 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

43 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association. **44 Change of name, objects and constitution**

(1) The constitution of the association may be amended only:

(a) at a special general meeting called for the purpose of considering constitutional changes

(b) at any other General Meeting, provided that the proposed amendments are received by the Secretary in writing at least two days prior to the General Meeting, and that notices of such amendments are distributed to Members in accordance with Clause 29.

(2) An application 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.

45 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

(a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or

(b) if the association has no premises, at the association's official address, in the custody of the public officer.

46 Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

(a) records, books and other financial documents of the association, (b)

this constitution,

(c) minutes of all committee meetings and general meetings of the association.

(2) Despite subclause (1), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

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) each period of 12 months after the expiration of the previous financial of the association, commencing on 1 October and ending on the following 30 September.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the Associations Incorporation Act 1984.

Part 6 Policies and affiliations

49 Making and amending of policies

(1) The Ordinary Committee may adopt, amend, and/or interpret policies which, in its opinion, are necessary or desirable for the administration and management of the association's affairs, and may amend, repeal, or replace those by-laws or policies at any time.

(2) Alteration of the association's policies may be made at any Ordinary Committee meeting provided that notice of such changes is advised to members of the committee not less than 14 days prior to the meeting at which such alteration is to be considered.

(3) Any amendment/s, deletion/s or new policies so made shall be communicated to the Members within thirty (30) days of the making of such amendment/s, deletion/s or addition/s.

(4) Some policies may, at the request of the Ordinary committee, be incorporated into this constitution as appendices, in which case alteration of these policies may only be made by a vote at a General Meeting of the association, as outlined in clauses (33) and (35).

(5) All policies of the association must be publicly available to members, and a policy manual created and maintained to easily and clearly index these policies.

50 Effect of policies

A by-law or policy:

(a) is subject to this constitution,

(b) must be consistent with this constitution, and;

(c) when in force, is binding on all Members and has the same effect as a provision in this constitution.

51 Affiliations

(1) The association reserves the right to affiliate with other organisations at the discretion of the Executive, provided that prospective affiliated organisations possess similar objectives and do not operate for the profit or gain of their individual members.

(2) The association's affiliations shall be recorded as Memorandums of Understanding (MOUs), available for viewing by members under clause (46).