



New South Wales Branch
Australian Men's Shed Association
SHOULDER TO SHOULDER

Constitution

Adopted on 24 September 2013

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Part 1 - Preliminary

Name

- 1.1** The name of the Association will be the New South Wales Branch of the Australian Men's Shed Association Inc.

Objects

- 1.2** To advance the health and well-being of all men in New South Wales, the Association will:
- (a) Operate in accordance with these rules and the constitution as amended from time to time.
 - (b) Facilitate sharing of information, skills and materials between member sheds.
 - (c) Facilitate collective marketing and sponsorship opportunities.
 - (d) Facilitate a collective approach for WH&S matters and procedures within member sheds.
 - (e) Promote, advance and support an effective and sustainable Men's Shed Movement
 - (f) Represent the interests of men, their Sheds and the Movement to all stakeholders including men, their Sheds, their communities, business, the health profession and all levels of government.
 - (g) Provide regular dissemination of information to all stakeholders including electronic communications.
 - (h) The Association will conduct workshops information sessions and programs relevant to the National Male Health Policy, which inform, and educate members and others so that they are equipped to pursue healthy lifestyles and improve their well-being and health.

Note: Each member shed, while part of this Association, will operate as an independent entity with activities and objects relevant to each location.

Structure and Membership

- 1.3** The Association is the NSW Branch of the Australian Men's Shed Association (AMSA), a National Body which is formed to co-ordinate and represents the interests of the Men's Shed Movement and of all AMSA Men's Sheds.

To achieve this - the Association is structured as follows:

- **Local Sheds:** Individual members of Sheds are members of their local incorporated shed, (or a shed auspiced by an incorporated body). The representative of each Shed is to vote on matters affecting their Shed at Zone meetings.
- **Zones:** Local Sheds come together in Zones, which are formed to represent groups of sheds, which are associated by reason of their geographical location or by their special interests or needs. The representative of each Zone vote on matters affecting their Zone at State Branch meetings.

- **State Branches:** Zones elect one (1) representative for the State Branch and State representatives vote on State matters. The State Branch provides one (1) AMSA representative at a national level.
- **National:** State Branches are members of AMSA, which by this structure is able to represent and co-ordinate the national Men's Shed Movement including each State Branch, Zone and Shed.

Definitions

1.4 In these Rules:

- (a) **AMSA** means the Australian Men's Sheds Association.
- (b) **AMSA Delegate** means the person elected to be the NSWMSA representative on the AMSA Board.
- (c) **Board of Management** means the Office bearers, two Zone representatives elected by other zone representatives and, the Executive Officer
- (d) **Commissioner** means the Commissioner of the Office of Fair Trading.
- (e) **Executive Officer** means the person appointed as Executive Officer by the Board of Management to manage the day to day affairs of the NSW Branch of the Association.
- (f) **Local Men's Shed** means an incorporated Men's Sheds which is a member of a Zone, a member of this Association OR a shed that operates within an auspicing body.
- (g) **NSWMSA** means the New South Wales Branch of the Australian Men's Sheds Association Inc.
- (h) **Ordinary member** means a member of the Committee who is not an office bearer of the Association.
- (i) **President** means:
 - (i) The person holding office under these rules as President of the Association, or
 - (ii) if no such person holds office that office – the public officer of the Association
- (j) **Secretary** means:
 - (i) The person holding office under these rules as Secretary of NSWMSA, or
 - (ii) if no such person holds that office – the public officer of NSWMSA.
- (k) **Shed Member** means a Men's Shed that has been admitted to membership of AMSA and is physically located within the State of New South Wales or the ACT Territory
- (l) **Vice President** means:

- (i) The person holding office under these rules as Vice President of the Association, or
- (ii) if no such person holds office that office – the public officer of the Association.

(m) *Special General Meeting* means a general meeting of Association other than an annual general meeting.

(n) *The Act* means the Associations Incorporation Act 2009.

(o) *The Regulation* means the Associations Incorporation Regulation 2009.

(p) In these rules:

(i) A reference to a function includes a reference to a power, authority and duty, and

(ii) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(iii) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

(q) *Zones* mean a group of local men's sheds which has an association by reason of geographical location-special interests or needs. A representative of a Zone shall not be able to carry any more than one (1) vote to any meeting of the State Association, irrespective the number of sheds in the Zone.

Part 2 - Membership

2.1 Membership Qualifications

A *shed* is qualified to be a member of the Association if, but only if:

- (a) it has registered with the AMSA; qualifies with all compliances and is geographically located in the state of New South Wales or the ACT and,
- (b) the Shed has provided AMSA with proof of Insurance arrangements for Public Liability, Officers Insurance, Volunteers Insurance and Property insurance. from an Australian Approved Insurer.

2.2 Nomination for Membership (SHED)

- (a) AMSA shall make available to the NSWMSA Secretary a list of all sheds eligible to become members of the NSWMSA, and
- (b) no individual membership application is necessary as long as the shed is registered with AMSA.

2.3 Cessation of membership

A *Shed* ceases to be a member of the Association if the *Shed*:

- (a) Does not comply with AMSA compliance
- (b) Is dissolved or wound up, or
- (c) Resigns membership, or

- (d) Does not pay any monies due for fees, Subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment or
- (e) Is expelled from the Association.

2.4 Membership entitlements not transferable

A right, privilege or obligation, which an organisation (or a person) has by reason of being a member of the Association:

- (a) Is not capable of being transferred or transmitted to another organisation, and
- (b) Terminates on cessation of the *Shed's* membership.

2.5 Resignation of membership

- (a) A member of the Association is not entitled to resign that membership except in accordance with Section 2.5(b).
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as 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. The Secretary must then request that the sheds details are removed from the AMSA registry.
- (c) If a member of the Association ceases to be a member under Section 2.5(b) 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.

2.6 Register of members

- (a) The Secretary or Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each shed that is a member of the Association together with the date on which the *Shed* became a member.
- (b) The Secretary or Public Officer shall have access to the AMSA shed registry for maintaining a Register of Members.
- (c) The register of members, including a members email address, must be kept at the principle place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour. The register should contain the name and address and membership details of the nominated representative who may vote on behalf of and receive notices on behalf of members.
- (d) A member of the Association 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 Committee, that other amount.

2.7 Fees and Subscriptions

- (a) A member of the Association must, on admission to membership, pay a nominated fee, if any, to AMSA.
- (b) A member of the Association must pay an annual membership fee as determined, which shall become due and payable as determined by AMSA and cover membership for such period as nominated.

2.8 Members' liability

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 Section 2.7.

2.9 Resolution of disputes

- (a) Must in the first instance have regard to the procedure for dealing with discipline and complaints as set out in the AMSA Membership by-law.
- (b) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, if not resolved in accordance with (a) above are to be referred for mediation to a community justice centre in accordance with the Community Justice Centres Act 1983
- (c) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

2.10 Disciplining of members

- (a) A complaint may be made to the Committee regarding any member of the Association who:
 - (i) Has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (ii) Has persistently acted in a manner prejudicial to the interests of the Association.
- (b) On receiving such a complaint, the Committee:
 - (i) Must cause notice of the complaint to be served on the member concerned; and
 - (ii) Must give the member at least 14 days from the time the notice is served within which to make Submissions to the Committee in connection with the complaint, and
 - (iii) Must take into consideration any Submissions made by the member in connection with the complaint.
 - (iv) Must in the first instance have regard to the procedure for dealing with discipline and complaints as set out in the AMSA Membership by-law.
- (c) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association 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.
- (d) If the Committee expels or suspends a member, the Secretary must, within seven (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 Committee for having taken that action and of the member's right of appeal under Section 2.11.
- (e) The expulsion or suspension does not take effect:
 - (i) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (ii) If within that period the member exercises the right of appeal, unless and until Association confirms the resolution under Section 2.11, whichever is the latter.

2.11 Right of appeal

- (a) A member may appeal to the Association in general meeting against a resolution of the Board of the Committee under Section 2.11 (b), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (b) 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.
- (c) On receipt of a notice from a member under Section 2.12 (a) the Secretary must notify the Committee, 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.
- (d) At a general meeting of the Association so convened:
 - (i) No business other than the question of the appeal is to be transacted, and
 - (ii) The Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed, whichever is the latter.

Part 3 – State Committee / Board of Management

3.1 Powers of the Board of Management

The Management Committee is to be called the Board of Management of the Association and, Subject to the Act, the Regulations and these rules and to any resolution passed by the Association in general meeting:

The Board of Management is to consist of the office bearers of the Association, two (2) Zone Representatives elected by the Zone Representatives and the Executive Officer.

- (a) Is to control and manage the affairs of the Association, and
- (b) May exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a general meeting of members of the Association, and
- (c) Has power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management of the affairs of Association including the power to make by-laws, provided such by-laws are not inconsistent with either the Associations Corporations Act or this Constitution.

3.2 Constitution and membership

- (a) The State Committee membership is to consist of a minimum of nine (9) members. Each member is elected by the Zone to represent the Zone at NSWMSA meetings. The number of Committee members / Zone representatives may be increased or decreased at a general meeting as determined by the needs of the Association.
- (b) The office bearers of the Association are to be and will be elected by the Committee from membership of the Committee:
 - (i) The President
 - (ii) The Vice-President
 - (iii) The Treasurer
 - (iv) The Secretary, and
 - (v) The Immediate Past President
- (c) Each member of the Committee is, Subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (d) In the event of a casual vacancy occurring in the membership or, of the Board of Management, the Board of Management may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, Subject to these rules, until the conclusion of the annual general meeting next following the date of appointment.

3.3 Election of Committee members

- (a) Only elected representatives of the Zones may be appointed as Committee members of the Association. The term for each Committee member will be two (2) years. They may nominate for re election after their term has expired.
- (b) The Inaugural Committee Election will be in 2011 and, to maintain continuity, after the first term of two (2) years four (4) Committee members will vacate their positions and may nominate for re election. Two years later the remaining five (5) members will vacate their position and may nominate for re election. This will then occur on a one half zone representative member basis every two years. The zones involved will be notified to call for nominations and hold elections for the next term for the half Committee to be elected. This should be carried out and completed two (2) months prior to the end of the term or bi annually at an AGM
- (c) For Zone elections, each shed can only nominate one candidate from their shed or a shed in their Zone. The nomination should be accompanied by a written consent from the candidate In the event of only one nomination being received for the Zone that nominee is deemed to be elected. Where more than one nomination is received for a Zone an election will be held and the sheds in that Zone to elect one candidate to the New South Wales Committee. Sheds in the Zone are entitled to one (1) vote through their AMSA registered contact,
- (d) Voting can be by personal representation, mail, facsimile or electronic means as decided by the Committee.

- (e) If insufficient nominations are received to fill all vacancies on the Committee the candidates nominated are taken to be elected.
- (f) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies. The Committee may appoint a temporary member to the Committee until the matter is resolved.
- (g) The ballot for the election of office bearers is to be conducted in such usual and proper manner as the Committee may direct at a time to be determined by the Committee.

3.4 President

- (a) The President shall preside at all of the meetings of the Board of Management and or Committee and in his absence, the Vice President shall preside. If the President and Vice President are absent or unwilling to preside, the meeting shall elect its own Chairperson.
- (b) The person acting as Chairperson of any meeting of the Committee or any Committee shall
 - (i) Have a casting vote, and
 - (ii) Act at the direction and in the best interest of the Association.

3.5 Vice President

- (a) If the President is absent or unwilling to preside the Vice President shall preside at meetings of the Board of Management or Committee. If the Vice President is also absent or unwilling to preside, the meeting shall elect its own Chairperson.
- (b) The person acting as Chairperson of any meeting of the Association or any Committee shall
 - (i) Have a casting vote, and
 - (ii) Act at the direction, and in the best interest, of the Association.

3.6 Secretary

- (a) The Secretary of Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address and contact details.
- (b) It is the duty of the Secretary to ensure that proper minutes are kept of:
 - (i) All appointments of office-bearers and members of the Committee the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (ii) All proceedings at Committee meetings and general meetings.
 - (iii) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

3.7 Treasurer

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

- (i) That all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (ii) 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.

3.8 Casual vacancies

For the purposes of these rules, 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) Becomes 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 2.3 (e), or
- (f) Becomes a mentally incapacitated person, or
- (g) Is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

3.9 Removal of Committee member

- (a) The Association in general meeting may by resolution remove any of the office bearers 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 expiration of the term of office of the member so removed.
- (b) If a member of the Committee to whom a proposed resolution referred to in Section 3.9 (a) 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 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.

3.10 Meetings and quorum

- (a) The Committee must meet at least two (2) times in each period of 12 months at such place and time as the Committee may determine. Meetings may be held by teleconference, audio-visual link or other suitable means of communication, Subject to adherence to the established meeting protocols for the Association.
- (b) Additional meetings of the Committee may be convened by the President or by any other Committee member.
- (c) The Board of Management must strive to meet at least three times per annum as needs dictate. Meetings may be held by teleconference, audio-visual link or other suitable means of communication, Subject to adherence to the established meeting protocols for the Association.

- (d) 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 such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (e) Notice of a meeting must specify the general nature of the business to be transacted at a Board of Management or Committee meeting and no business other than that business is to be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (f) Half of the Committee plus one (1) of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (g) Half of the Board of Management plus one (1) constitute a quorum for the transaction of the business of the Board of management.
- (h) Zone representatives may be permitted to make a written Submission, or discuss with the chairperson or to attend a Board of Management where they consider a topic of business is of sufficient importance for their views to be considered,
- (i) 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.
- (j) 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.
- (k) At a meeting of the Committee:
 - (i) The President or, in the President's absence, the Vice-President is to preside, or
 - (ii) If the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Committee may be nominated by the members present at the meeting, to preside.

3.11 Sub-Committees

- (a) The Board of Management may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of the Association as the Board of Management thinks fit) the exercise of such of the functions of the Board of Management as are specified, including the terms of reference of the Committee, in the instrument, other than:
 - (i) This power of delegation, and
 - (ii) A function which is a duty imposed on the Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- (c) A delegation under this section 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.

- (d) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A Sub-Committee may meet and adjourn, as it thinks proper.

3.12 Voting – Board of Management, Committee or Sub-Committee

- (a) Questions arising at a meeting of the Board of Management, the Committee or of any Sub-Committee appointed by the Board of Management are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (b) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a casting vote. The Executive Officer does not have voting rights.
- (c) A nominated Zone Representative may only exercise one (1) vote at any meeting of the Association no matter how many Independent shed members exist in their Zone.
- (d) Subject to Section 3.8, the Committee may act despite any vacancy on the Committee.
- (e) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management the Committee or by a Sub-Committee appointed by the Board of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Management, the Committee or Sub-Committee.

3.13 Executive Officers

- a) The Board of Management may appoint The Executive Officer (EO) and one or more Executive Officer(s).
- b) The appointment of an Executive Officer may be for the period, at the remuneration and on the conditions that the Board of Management think fit and fix.
- c) Subject to any contract between the Association and the relevant Executive Officer, an Executive Officer may be removed or dismissed by the Board of Management in accordance with law and applicable workplace legislation, in which event any appointment of the Executive Officer as a member of the Board of Management will automatically cease and alternatively if the Executive Officer ceases as a member of the Board of Management, the Board of Management may revoke or vary the appointment as Executive Officer.
- d) The Board of Management may:
 - i. Confer on an Executive Officer the powers, discretions and duties including any powers, discretions and duties vested in or exercisable by the Board of Management they think fit;
 - ii. Withdraw, suspend or vary any of the powers, discretions and duties conferred on an Executive Officer; and

- iii. Authorise the Executive Officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- e) An act done by a person acting as an Executive Officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:
 - i. A defect in the person's appointment as an Executive Officer; or
 - ii. The person being disqualified to be an Executive Officer.

Part 4 - General meetings

4.1 Annual General Meetings – Holding of

- (a) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members. The Association's financial year is 1 July to 30 June each calendar year.
- (b) The Association must hold its first Annual General Meeting:
 - (i) Within the period of 18 months after its incorporation under the Act, and
 - (ii) Within the period of 6 months after the expiration of the first financial year of the Association.
- (c) Five (5) members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of an Annual General Meeting.

Sections 4.1 (a) and 4.1 (b) have effect Subject to any extension or permission granted by the Commissioner under Section 26 (3) of the Act.

4.2 Annual General Meetings – Calling of and business

- (a) The Annual General Meeting of the Association is, Subject to the Act and to Section 4.1, to be convened on such date and at such place and time as the Committee thinks fit.
- (b) 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:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting,
 - (ii) To receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (iii) To elect office bearers of the Association bi annually or as may be required and appointment of members of the Committee,
 - (iv) To receive and consider the statement, which is required to be submitted to members under the Act.
- (c) An Annual General Meeting must be specified as such in the notice convening it.
- (d) Five (5) members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of an annual general meeting.

4.3 Special general meetings

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Committee must, on the requisition in writing of at least three (3) Zone Representatives, convene a special general meeting of the Association.
- (c) A requisition of Zone Representatives for a special general meeting:
 - (i) Must state the purpose or purposes of the meeting, and must be signed by the members making the requisition, and
 - (ii) Must be lodged with the Secretary, and
 - (iii) May consist of several documents in a similar form, each signed by one or more of the Zone Representatives making the requisition.
- (d) If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of Zone Representatives for the meeting is lodged with the Secretary, any one or more of the Zone Representatives who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- (e) A special general meeting convened by a Zone Representative or Zone Representatives as referred to in Section 4.3 (b) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Zone Representative who consequently incurs reasonable expenses is entitled to be reimbursed by Association for any expense so incurred.
- (f) Five (5) Zone Representatives present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a special general meeting.

4.4 Notice

- (a) 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 Zone Representative specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) 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 Zone Representative specifying, in addition to the matter required under Section 4.4 (a), the intention to propose the resolution as a special resolution.
- (c) 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 Section 4.2 (b)
- (d) A Zone Representative 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 Zone Representative.

- (e) Notice may be sent by email to the email address of the Zone Representative, which is recorded in the register of Zone Representatives.

4.5 Procedure

- (a) No item of business is to be transacted at a general meeting unless a quorum of Zone Representative entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five (5) Zone Representative present in person or by their representatives (being Zone Representative entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (d) If convened on the requisition of Zone Representatives, is to be dissolved, and
- (e) 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 Zone Representatives given before the day to which the meeting is adjourned) at the same place.
- (f) 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 Zone Representatives present being at least five (5) is to constitute a quorum.

4.6 Presiding member

- (a) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of Association.
- (b) If the President and the Vice-President are absent or unwilling to act, the Zone Representatives present must elect one of their numbers to preside as chairperson at the meeting.

4.7 Adjournment

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Zone Representative 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.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting to each Zone Representative of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Sections (a) and (b), 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.

4.8 Decision making

- (a) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution

has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (b) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least five (5) members present in person at the meeting.
- (c) If a poll is demanded at a general meeting, a poll must be taken;
 - (i) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (ii) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.9 Special resolution

A resolution of the Association is a special resolution, if:

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

4.10 Voting – general meetings

- (a) On any question arising at a general meeting of Association, a Zone Representative may exercise one (1) vote.
- (b) Non-voting members may not vote at any general meeting of the Association.
- (c) 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 casting vote.
- (d) A Zone Representative is not entitled to exercise a vote at any general meeting of the Association unless they are an elected Zone Representative and a current member of an AMSA registered shed.
- (e) Voting can be by personal representation, mail, facsimile or electronic means as decided by the Committee.

4.11 Representations from independent sheds

- (a) Independent member sheds are represented through their elected Zone representative.
- (b) Independent sheds do not have direct voting rights at any meetings of the NSW Branch of the Association and are encouraged to raise any matters that are of concern, to their shed and may have a bearing upon other sheds or the NSW Branch, through their elected Zone Representative. It will be the Zone Representatives discretion whether to raise the matter at any meeting of the NSW Branch of the Association.

Part 5 - Miscellaneous

5.1 Insurance

The Association may effect and maintain such insurances as determined by the Committee.

5.2 Funds – source

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

5.3 Funds – management

- (a) 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 Association in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) persons appointed by the Board of Management of the Association.

5.4 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

5.5 Custody of books

Except as otherwise provided by these rules, all records, books and other documents relating to the Association must be retained by the Secretary and/or at the office of the Association.

5.6 Inspection of books

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

5.7 Service of notices

- (a) For the purpose of these rules, a notice may be served on or given to a nominated person by:
 - (i) Delivering it to the person personally, or
 - (ii) Sending it by pre-paid post to the address of the person, or
 - (iii) Sending it by email, facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (b) For the purpose of these rules a notice is taken, unless the contrary is proved, to have been given or served:
- (i) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) 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
 - (iii) In the case of a notice sent by email, 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.

5.8 Not for Profit

NSWMSA is a not-for-profit incorporated Association and accordingly:

- (i) The assets and income of the organisation 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 organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation and
- (ii) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

5.9 Dissolution

NSWMSA may be dissolved or wound up by a resolution of a majority of two-thirds of the members voting at an Extraordinary General Meeting called for that purpose. If, upon the dissolution or winding-up of NSWMSA there remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of NSWMSA but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the NSWMSA and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1) (a) of the Income Tax Assessment Act 1936. Such institution, institutions or Association is to be chosen by the members of the extraordinary General Meeting.

5.10 Privacy Statement

- (a) The New South Wales Branch of the Australian Men's Shed Association Incorporated collects personal information from its members to:
 - (i) Allow the provision to members of information they have requested.
 - (ii) Provide members with information on products and services offered by the Association and other associate organisations.
 - (iii) Use their name and mailing address to advise them of Association activities and to undertake the normal running of the Association.
- (b) Personal information held by the Association is restricted to that provided by the member on the application form for membership of the Association.
- (c) Members can access their information held on record, or obtain a copy of this privacy statement from the Secretary.

- (d) Members can change any of their previously provided information.
- (e) Members can lodge a privacy issue complaint in writing to the Secretary for consideration and response. Such complaint made, may be referred for mediation in accordance with *the Community Justice Centres Act 1983* and any time constraints imposed by the mediator are to be complied with.