

The Committee for Sydney Constitution

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Committee for Sydney Incorporated

Constitution

1. Name

The name of the incorporated association is "The Committee for Sydney Incorporated" ("Committee").

2. Interpretation

2.1 Definitions

In this Constitution, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth), or any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or a national education body or otherwise for the not for profit sector, as modified or amended from time to time and includes any regulations made under that Act or any other such legislation and any rulings or requirements of the Commissioner of the Australian Charities and Not for profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Committee.

Act means the *Associations Incorporation Act 2009* (NSW).

Applicable Not for Profit Law means any law relating to the regulation of charities or not for profit entities applicable to the Committee, including the ACNC Act, the Charities Act, each Charitable Fundraising Act, the Tax Act, and any Rulings or requirements of any commissioner or body under any such law, having application to the Committee.

Approved Research Institute means a university, college, institute, associate or organisation as described in item 3.1.1 of the table in section 30-40 of the Tax Act.

Chairman means the person who holds office as Chairman of the Executive Committee from time to time under this Constitution.

Charitable Fundraising Act means the legislation of any State or Territory of Australia, or the Commonwealth of Australia, regulating the raising of funds for charitable purposes and applicable to the Committee, which may include, relevantly, the *Charitable Fundraising Act 1991* (NSW).

Charities Act means the *Charities Act 2013* (Cth).

Corporate Member means a person who becomes a Member pursuant to the procedures outlined in Clause 7.

Corporation means any body corporate, firm, partnership or unincorporated association.

Deductible Contribution means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the Tax Act in relation to an eligible fundraising event.

Deputy Chairman means a person who hold the office of deputy chairman from time to time under this Constitution.

Executive Committee means the body comprising up to 17 elected Representatives which is empowered with the responsibility of the day to day management of the Committee and, for the avoidance of doubt, includes the Chairman and the Deputy Chairman.

Executive Committee Member means a person elected (or appointed) to be a member of the Executive Committee in accordance with this Constitution who must, except in the case of a person appointed to be a member of the Executive Committee pursuant to Clause 31.3(a)(iii) or who is subsequently re-elected as a Member of the Executive Committee, be a Representative of a Member.

Financial Year means the year ending on 30 June.

Honorary Member means a person who becomes a Member pursuant to the procedures outlined in Clause 9.

Instantaneous Communication Device means telephone, television or any other audio or visual device which permits instantaneous communication.

Life Member means a person who becomes a member pursuant to the procedures outlined in Clause 8.

Member means a member of the Committee and includes Corporate Members, Life Members and Honorary Members.

Public Officer has the meaning given to that term in the Act.

Regulations means the *Associations Incorporation Regulation 2016* (NSW).

Register of Members means the register maintained by the Secretary containing an up to date list of all the Members of the Committee.

Representative means the person nominated by a Corporate Member to be its representative.

Research Committee means the committee established in accordance with clause 29.

Research Fund means the fund established in accordance with clause 28.

Secretary means the person who holds office as secretary for the time being under this Constitution as secretary of the Committee.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Committee.

2.2 Expressions

- (a) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act 1987 and the Act as in force from time to time.
- (b) A reference to a person includes a reference to a firm, incorporated association, corporation and a government or statutory body or authority.

3. Registered office

The registered office of the Committee will be situated in Sydney.

4. Objects

The Committee is established for the public charitable objects of:

- (a) undertaking systematic research and analysis in the fields of social, environmental, economic and urban policy and reflecting on challenges and opportunities for Sydney and other cities across Australia and without limitation:
 - (i) publicising and disseminating the research;
 - (ii) informing and encouraging public debate on the results;
 - (iii) contributing to evidence based public policy discussion and reform.

The Committee must adhere at all times to a strict policy of objectivity and non-alignment with any political organisation or political movement;

5. Application of income

The income and property of the Committee is to be applied solely towards the promotion of the objects of the Committee and is not to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to the Members.

Notwithstanding, nothing shall prevent the payment in good faith of remuneration to any officers or servants or persons employed by the Committee or to any Member or other person for services rendered to the Committee.

6. Membership

6.1 Membership

Membership of the Committee shall be comprised of:

- (a) Corporate Members;
- (b) Life Members;
- (c) Honorary Members; and
- (d) such other persons as the Executive Committee shall admit to membership in accordance with this Constitution.

6.2 Privileges of Members

- (a) Unless resolved otherwise by the Executive Committee on a case by case basis, Life Members and Honorary Members are not entitled to be elected to the Executive Committee.
- (b) Life Members and Honorary Members may not, in any case, exercise a vote at any meeting of the Committee.
- (c) Honorary Members and Life-Members are entitled to notice of and to attend all meetings of the Members and, for the avoidance of all doubt, are, subject to this Clause 6.2, entitled to all other privileges of membership.

6.3 Maximum membership

- (a) Unless resolved otherwise by the Executive Committee, the maximum number of Corporate Members of the Committee is to be 200.
- (b) The maximum number of Life Members, Honorary Numbers and any other category of membership is to be determined by the Executive Committee from time to time.

7. Corporate membership

7.1 Corporate membership

A Corporation may apply to the Secretary to be a Corporate Member in the manner and form prescribed from time to time by the Executive Committee.

7.2 Role of Executive Committee

As soon as is practicable after the receipt of an application to be a Corporate Member, the Secretary shall refer the application to the Executive Committee, which shall either approve or reject the application.

7.3 Notification to applicant

Upon an application being determined by the Executive Committee, the Secretary shall notify the applicant in writing that their application to be a Corporate Member is either rejected or approved and, if approved, request payment within the period of 28 days after receipt of the notice of the sum payable under this Constitution as the first year's annual subscription.

7.4 Name on Register of Members

The Secretary shall, upon payment in accordance with Clause 7.3, enter the applicant's name in the Register of Members and, upon the name being so entered, the applicant becomes a Corporate Member of the Committee.

7.5 Subscription

The annual subscription fee for a Corporate Member is to be determined from time to time by the Executive Committee and is to be payable in accordance with this Constitution.

8. Life membership

8.1 Life Members

The Executive Committee may, at any time and from time to time, resolve to invite any person to become a Life Member and upon that person consenting to becoming a Life Member, the Secretary shall enter the person's name in the Register of Members as a Life Member and, upon the name being so entered, the person becomes a Life Member of the Committee.

8.2 Criteria

The criteria for the selection of Life Members is to be as agreed from time to time by the Executive Committee who shall at all times have regard to the objects of the Committee.

8.3 Annual subscription

A Life Member is not required to pay an annual subscription.

9. Honorary Members

9.1 Honorary Members

- (a) The Executive Committee may, on passing of a resolution agreed to by at least 75% of the Executive Committee, invite a person to become an Honorary Member.

- (b) If a person consents to being an Honorary Member, the Secretary shall enter the person's name in the Register of Members as an Honorary Member and upon the name being so entered, the person becomes an Honorary Member.

9.2 Criteria for Honorary Members

The criteria for the selection of Honorary Members is to be as agreed from time to time by the Executive Committee who shall at all times have regard to the objects of the Committee.

9.3 Annual subscription

An Honorary Member is not required to pay an annual subscription.

10. Corporate representatives

The chief executive officer (by whatever name called) or such other senior officer approved by the Executive Committee of each Corporate Member:

- (a) is deemed to be the representative of the Member for all meetings of the Committee at which the Corporate Member may attend and vote and exercise all other rights of the Corporate Member (**Representative**); and
- (b) may in accordance with Clause 26.2 appoint a proxy to vote in their absence at any meeting at which a Corporate Member is entitled to attend and vote, and where the Representative's proxy is present, the Representative is deemed to be personally present.

11. Transfer of Members' rights

Unless otherwise specified in this Constitution or resolved by the Executive Committee, any right, privilege or obligation of a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of its membership.

12. Subscriptions

12.1 Subscription fee

The annual subscription for membership of the Committee is to be at such rate as nominated by the Executive Committee from time to time and is payable at such time or times as the Executive Committee may from time to time determine.

12.2 Amendment of fees and subscriptions

Any variation of annual subscription is to be notified to Members at least 42 days prior to the issue of any notice of fee renewal, or demand for payments.

12.3 Waiver

The Executive Committee may at its discretion and on such terms or conditions as the Executive Committee may consider appropriate, waive the payment of an annual subscription by any Member.

13. Register of Members

- (a) The Secretary shall keep and maintain the Register of Members which is to list the full name, address and date of entry of the name of each of the Corporate Members, Life Members, and Honorary Members.
- (b) The Register of Members is to be available for inspection by Members at the office of the Committee.

14. Cessation of membership

14.1 Resignation

A Member may resign from the Committee by notice in writing to the Secretary and upon receipt of such notice the Member ceases to be a Member.

14.2 Insolvency

A Member who becomes insolvent or becomes an insolvent within the meaning of the Corporations Act 2001 immediately ceases to be a Member.

14.3 Moneys due and payable

Any moneys due and payable under this Constitution by a Member to the Committee at the time the Member ceases to be a Member continues to be due and payable notwithstanding that the person is no longer a Member.

14.4 Moneys in arrears

Unless the Executive Committee determines otherwise, any Member more than 3 months in arrears in payment of any annual subscription ceases to be a Member.

15. Members' liabilities

- (a) The liability of a Member to contribute towards the payment of the debts and liabilities of the Committee or the costs, charges and expenses of the winding up of the Committee is limited to the amount, if any, unpaid by the Member in respect of any annual fees or subscriptions due during the time that they are a member of the Committee in respect of their membership.
- (b) Such liability is to be for payment of the debts and liabilities of the Committee contracted before the time at which they ceased to be a Member and of the costs, charges and expenses of winding up the Committee as well as for the adjustment of such rights of the contributories amongst themselves.
- (c) Notwithstanding Clause 15(a) or (b), the quantum of such liability is to be limited to any annual fees or subscriptions due in respect of their membership of the Committee during the time they are a member of the Committee.

16. Resolution of internal disputes

- (a) Disputes between Members (in their capacity as Members) of the Committee and disputes between Members and the Committee, except for those disputes referred to in Clause 17.1, are to be referred in writing to the Chairman.
- (b) Upon receipt of a notice of dispute from a Member (**Disputing Member**), the Chairman will within 7 business days provide to the party or parties named in the notice of dispute:

- (i) a copy of the notice of dispute;
 - (ii) a notice requesting that a response in writing to the notice of dispute ('Response') be provided to the Chairman within the next 7 business days; and
 - (iii) a notice of a meeting to be held between all parties to the dispute for mediation by the Chairman ('Mediation Meeting') at a date no later than 28 business days from the date of this notice of meeting.
- (c) Upon receipt of the Response, the Chairman will provide the Disputing Member with:
 - (i) a copy of the Response; and
 - (ii) a notice of Mediation Meeting identical to that issued under Clause 16(b)(iii).
- (d) The Members must use their best endeavours to settle their dispute at the Mediation Meeting.
- (e) If the Chairman is named in a notice of dispute or is otherwise party to a dispute, the Deputy Chairman will take the place of the Chairman in the internal dispute resolution process.
- (f) If both the Chairman and the Deputy Chairman are named in a notice of dispute or are otherwise party to a dispute, or if the dispute cannot be settled at the Mediation Meeting, the dispute is to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW) (as amended or replaced from time to time).

17. Disciplining of Members

17.1 Complaints

A complaint may be made by any Member to the Executive Committee that some other Member:

- (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 Committee.

17.2 Procedures

On receiving a complaint under Clause 17.1, the Executive Committee must;

- (a) cause notice of the complaint to be served on the Member concerned;
- (b) give the Member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint; and
- (c) take into consideration any submissions made by the Member in connection with the complaint.

17.3 Power to expel

The Executive Committee may, in accordance with Clause 18, expel or suspend the Member from the Committee 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.

18. Expulsion of Members

18.1 Expulsion

Subject to this Constitution, the Executive Committee may, by ordinary resolution:

- (a) expel a Member from the Committee; or
- (b) suspend a Member from membership of the Committee for a specified period.

18.2 Effect of resolution to expel

A resolution of the Executive Committee under Clause 18.1:

- (a) does not take effect unless the Executive Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Clause 18.3, confirms the resolution in accordance with this Clause 18.2; and
- (b) where the Member exercises a right of appeal to the Committee under this Clause 18.2, does not take effect unless the Committee in general meeting confirms the resolution.

18.3 Notice to Member being expelled

Where the Executive Committee passes a resolution under Clause 18.1, the Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
- (b) stating that the Member may address the Executive Committee at a meeting and specifying the place and time of that meeting;
- (c) informing the Member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Committee in general meeting against the resolution.

18.4 Procedures for natural justice

At a meeting of the Executive Committee held in accordance with Clause 18.2, the Executive Committee shall:

- (a) give to the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and

- (c) unless the Member has given notice to the Secretary under Clause 18.3(c)(iii), either confirm or revoke the resolution.

18.5 Notice of meeting

Where the Secretary receives a notice under Clause 18.3(c)(iii), the Secretary shall notify the Executive Committee and the Executive Committee shall convene a general meeting of the Committee to be held within 21 days after the date on which the Secretary received the notice.

18.6 General meeting

At a general meeting of the Committee convened under Clause 18.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution;
- (c) the Member shall be given an opportunity to be heard; and
- (d) the Members present shall by secret ballot confirm or revoke the resolution.

18.7 Threshold

If at the general meeting of the Committee:

- (a) two thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

19. Annual General Meetings

19.1 Annual General Meeting

The Committee shall, at least once in each calendar year and within the period of 6 months after the expiration of the Financial Year, convene an annual general meeting of its Members

19.2 Business

The ordinary business of the annual general meeting shall be to:

- (a) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) receive from the Executive Committee reports upon the business of the Committee during the last preceding Financial Year;
- (c) receive and consider the financial statement submitted by the Executive Committee in accordance with sections 44 or 48 of the Act (as applicable); and
- (d) hold elections for the vacant positions on the Executive Committee.

19.3 Special business

The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

19.4 General meetings

The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

20. Special General Meetings

20.1 Special general meetings

Any general meeting other than the annual general meeting is to be called a special general meeting.

20.2 Convening of special general meetings

The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Committee and, where, but for this Clause 20.2, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

20.3 Members may requisition

The Executive Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special general meeting of the Committee.

20.4 Objects to be stated

The requisition for a special general meeting is to state the objects of the meeting, be signed by the Members making the requisition, be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

20.5 Alternate procedures

If the Executive Committee does not cause a special general meeting to be held within 1 month after the date on which the requisition is received at the office of the Committee, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

20.6 Normal procedures

- (a) A special general meeting convened by Members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Executive Committee.
- (b) All reasonable expenses incurred in convening a special general meeting shall be refunded by the Committee to the persons incurring the expenses.

21. Notice of meeting

21.1 Notice of meetings

The Secretary shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the Committee, cause to be sent to each Member at his address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and if the meeting is to be held in two or more places, the Instantaneous Communication Device and any other electronic details that will be used to facilitate this, and the nature of the business to be transacted at the meeting.

21.2 Business

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

21.3 Member may bring business

A Member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

22. Proceedings at meetings

22.1 Business at meetings

All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in this Constitution as being the ordinary business of the annual general meeting is deemed to be special business.

22.2 Need for quorum

No item of business shall be transacted at a general meeting unless a quorum is present during the time when the meeting is considering that item.

22.3 Quorum

A quorum for the transaction of the business of a general meeting shall be 5 of the Corporate Members entitled under this Constitution to attend and vote at a general meeting present through its Representative (or their proxy) except that the quorum for a special general meeting convened pursuant to a requisition of Members under Clause 20.3 shall be 15% of the Corporate Members entitled under this Constitution to vote at the special general meeting present through its Representative (or his or her proxy).

22.4 If quorum not present

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

- (a) convened upon the requisition of Members is to be dissolved; and
- (b) in any other case is to stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.

22.5 Chairman to preside

The Chairman is to preside as chairman at each general meeting of the Committee.

22.6 Alternate Chairman

If the Chairman is absent from a general meeting, the Deputy Chairman is to preside as Chairman. In the absence of both the Chairman and the Deputy Chairman, the Executive Committee Members present shall elect one of their number to preside as Chairman at the meeting.

22.7 Decisions to be on show of hands

A question arising at a general meeting of the Committee 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 Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Committee is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. .

22.8 Voting

A Member entitled to vote upon any question arising at a general meeting of the Committee shall have 1 vote only.

22.9 Method of voting

All votes which may be cast at a general meeting of the Committee shall be given personally or by proxy.

22.10 Casting vote

In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

23. Meetings by Instantaneous Communication Device

- (a) The attendees of an annual general meeting or special general meeting need not all be physically present in the same place for a meeting to be held in accordance with clause 22. A general meeting held in accordance with clause 22 may be held by all attendees communicating with each other by an Instantaneous Communication Device, provided that they are all able to participate in discussion.
- (b) An Executive Committee Member, Member or any other attendee who attends a meeting held in accordance with this clause 23 is taken to be present and is entitled to vote at the meeting (to the extent they are entitled to vote in accordance with this Constitution).
- (c) The means by which voting will occur at a general meeting will be determined by the Executive Committee prior to the meeting, ensuring that all attendees of a meeting have a mechanism for adequate participation.

24. Adjournment of meetings

24.1 Chairman may adjourn

The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

24.2 Notice of readjourned meetings

Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting is to be given as in the case of the general meeting.

24.3 Procedures for adjournments

Except as provided in Clauses 24.1 and 24.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

24.4 Conduct of adjourned meetings

Subject to Clause 24.1, adjourned meetings are to be conducted in the same manner as a general meeting.

25. Polls

25.1 Polls

If at a meeting a poll on any question is demanded by not less than 3 Members, it is to be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

25.2 Adjournment poll

A poll that is demanded on a question of an adjournment is to be taken immediately and a poll that is demanded on any other question is to be taken at such time before the close of the meeting as the Chairman may direct.

26. Entitlement to vote

26.1 Members must be financial

A Member entitled to vote under this Constitution is not entitled to exercise that vote unless all moneys due and payable by them to the Committee have been paid.

26.2 Proxy

- (a) Each Member entitled to vote at a meeting of the Committee under this Constitution through its Representative is to be entitled to appoint another person as their proxy by notice given to the Secretary no later than 1 hour before the time of the meeting in respect of which the proxy is appointed and the notice appointing the proxy is to be substantially in the form set out in the Appendix, or in such other form as the Executive Committee may from time to time approve.
- (b) A proxy may be given personally to the Secretary, or otherwise may be sent by post, by facsimile or by email. Any dispute as to the arrival of a proxy is to be determined by the Chairman in their sole discretion.

27. Postal or electronic ballots

27.1 Holding a postal or electronic ballot

The Committee may hold a postal or electronic ballot (as the Executive Committee determines) to determine any issue or proposal which may be considered at a General meeting (other than an appeal under Clause 18.3(c)(iii)).

27.2 Procedure for postal or electronic ballot

A postal or electronic ballot is to be conducted in accordance with Schedule 1 to this Constitution.

28. Research Fund

28.1 Maintaining a Research Fund

- (a) The Committee must maintain and operate a fund in accordance with the requirements of section 30-130 of the Tax Act (**Research Fund**):
 - (i) to which gifts and Deductible Contributions can be made for the purpose of scientific research in the field of natural or applied science which is or may prove to be of value to Australia and is consistent with the objects of the Committee;
 - (ii) to identify and record gifts and Deductible Contributions;
 - (iii) to identify and record any money received by the Committee because of those gifts and Deductible Contributions; and
 - (iv) that does not identify and record any other money or property.
- (b) The Committee must maintain a separate bank account for the Research Fund and use the account exclusively for the Research Fund.

29. Research Committee

29.1 Establishment and maintenance

- (d) The Executive Committee must establish and maintain a research committee consisting of at least five people, the majority of whom are appropriately qualified in undertaking or reviewing research in the field to be pursued in accordance with the Committee's objects (**Research Committee**).

29.2 Appointment and removal of committee members

- (a) The Executive Committee Members have power to appoint each person to the Research Committee but each appointment must be approved by an approving authority for the purposes of the definition of "an approved research institute" in section 73A(6) of the *Income Tax Assessment Act 1936* (Cth) (**Approving Authority**). Any person who is nominated to be appointed to the Research Committee must:
 - (i) be nominated based on their proven ability to direct a research program evidenced by their academic qualifications and professional appointments;
 - (ii) have consent from all other research committee members; and
 - (iii) give their consent to join the research committee.
- (b) Any changes to the research committee must be approved by the Approving Authority.
- (c) The Executive Committee Members may remove a member of the Research Committee at any time, subject to approval by the Approving Authority.

29.3 Powers and duties of the Research Committee

- (a) The Research Committee is responsible for:

- (i) determining what activities of the Committee will be funded from the Research Fund and carrying out or maintaining control over the conduct any research activities and to this end, ensure that:
 - A. the research undertaken by the Committee is scientific in nature; and
 - B. is or may prove to be of value to Australia;
- (ii) confirming the scope and purpose of the research activities to be conducted by the Committee are consistent with the Committee's objects; and
- (iii) to administer the disbursement of funds from the Research Fund.

29.4 Personal interest of committee members

- (a) A member of the Research Committee that has a personal interest in a matter being decided by the Research Committee must declare the nature of his or her interest in the matter being decided.
- (b) The Research Committee must decide by majority what remedial action is to be taken in respect of such interest, including whether:
 - (i) the interested member may vote on the matter;
 - (ii) the interested member may be involved in discussion of the matter; and
 - (iii) the interested member may be present for discussions of the matter.

29.5 Observers at meetings of Research Committee

- (c) The Executive Committee may appoint one or more observers to attend a meeting of the Research Committee.
- (d) Such person or persons may speak but not vote at the meeting.

29.6 Publication of results

The Committee must make available the results of its research funded from the Research Fund for wide publication and any patent licensing will be available on equal terms to all interested parties.

30. Executive Committee

30.1 Executive Committee

The affairs of the Committee are to be managed by the Executive Committee which:

- (a) shall appoint the Chairman, the Deputy Chairman, the Public Officer and the Secretary,
- (b) shall control and manage the day to day business and affairs of the Committee;
- (c) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions that are not required by this Constitution to be exercised by general meetings of the Members of the Committee;

- (d) subject to this Constitution, the Regulations and the Act, has the power to perform all such acts and to do all such things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Committee; and
- (e) may, subject to this Constitution, the Regulations and the Act, delegate all or any of the powers and functions of the Executive Committee except this power of delegation, and may appoint or create sub-committees as it sees fit with power to perform all such acts and to do all such things as the Executive Committee may consider necessary or convenient to be done for the proper execution of the business and affairs of the Committee.

30.2 Minimum number of Executive Committee Members

Unless resolved otherwise by the members at a general meeting, the Executive Committee is to have a minimum of 3 and a maximum of 17 Executive Committee Members.

30.3 Composition of Executive Committee

Unless resolved otherwise by the Members at a general meeting the Executive Committee is to consist of the following:

- (a) the Chairman;
- (b) up to two Deputy Chairmen; and
- (c) up to 15 Executive Committee Members, where there is one Deputy Chairman or up to 14 Executive Committee members, where there are two Deputy Chairmen.

31. Election of Executive Committee

31.1 Executive Committee Members

Election of Executive Committee Members shall occur at each annual general meeting in accordance with the following procedures.

- (a) Nominations of candidates for election as Executive Committee Members are to be:
 - (i) made in writing, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (ii) delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient nominations are received at the annual general meeting, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected unopposed.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (f) The ballot for the election of the Executive Committee Members is to be conducted as follows:
 - (i) Each Member entitled to vote shall be entitled to cast a number of votes equal to the number of positions open.
 - (ii) The Candidates receiving the highest number of votes shall be elected until such time as all the positions are filled.

31.2 Chairman and Deputy Chairman

- (a) The Executive Committee Members shall elect the Chairman and the Deputy Chairman in their absolute discretion.
- (b) The Chairman and the Deputy Chairman, if not elected from amongst the members of the Executive Committee, will be deemed to be members of the Executive Committee and entitled to all the privileges of such members upon election.
- (c) The ballot for the election of the Chairman and the Deputy Chairman is to be conducted at the Executive Committee Meeting immediately preceding the annual general meeting every second year.
- (d) The ballot for the election of the Chairman and the Deputy Chairman is to be conducted as follows:
 - (i) each Executive Committee Member entitled to vote shall have 1 vote;
 - (ii) the nominee for Chairman and Deputy Chairman receiving the highest number of votes shall be elected to that position, provided that if 2 or more nominees tie for the position, a second vote is to be taken between such persons until a winner may be declared.

31.3 Term of office

- (a) **Executive Committee Members**
 - (i) Each Executive Committee Member (except the Chairman and the Deputy Chairman), subject to this Constitution, holds office until the conclusion of the annual general meeting following the date of the Executive Committee Members' election or appointment, as the case may be.
 - (ii) An Executive Committee Member is, subject to this Constitution, eligible for re-election.
 - (iii) If there is a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint any person to fill any vacancy who the Executive Committee determines to be suitably qualified and able to make a contribution to the Committee, who need not be a Representative of a Member. The person so appointed holds office, subject to this Constitution, until the conclusion of the next annual general meeting next following the date of their appointment and is eligible for election at that meeting.
- (b) **Chairman and Deputy Chairman**
 - (i) The Chairman and the Deputy Chairman shall hold office for a period of 2 years from the date of their election.

- (ii) The Chairman and the Deputy Chairman are, subject to this Constitution, eligible for re-election.

31.4 Qualifications of Executive Committee Members

- (a) No person who is currently an elected representative of any federal, state or local government political party may sit on the Executive Committee.
- (b) Unless otherwise determined by the Executive Committee, an Executive Committee Member must be a Representative of a Member.

31.5 Chief Executive Officer

The Executive Committee may from time to time appoint any person to be the Chief Executive Officer of the Committee on such terms as the Executive Committee see fit.

32. Resignation or removal of Executive Committee Members

32.1 Vacation

The office of an Executive Committee Member becomes vacant (and is to become a casual vacancy):

- (a) if the Member for whom the Executive Committee Member is a Representative:
 - (i) ceases to be a Member; or
 - (ii) becomes insolvent within the meaning of the Corporations Act 2001; or
- (b) where the Executive Committee Member:
 - (i) resigns his or her office by notice in writing given to the Secretary; or
 - (ii) becomes bankrupt within the meaning of the *Bankruptcy Act 1966* (Cth) or a person whose affairs are being administered according to the laws relating to insolvency; or
 - (iii) who is a Representative of a Member, ceases to be a Representative of that Member.

32.2 Removal

Any person holding the position as Chairman or Deputy Chairman may be removed from office by not less than a three quarters majority vote of Members present and entitled to vote at a general meeting of the Committee.

33. Proceedings of Executive Committee

33.1 Meetings of Executive Committee

The Executive Committee shall meet at least 6 times in each year at such places and such times as the Executive Committee may determine.

33.2 Chairman

Unless determined otherwise by the Executive Committee, the Chairman (and in the absence of the Chairman, the Deputy Chairman) shall chair all meetings of the Executive Committee.

33.3 Special meetings

Special meetings of the Executive Committee may be convened by the Chairman or by Executive Committee Members representing at least 25% of the number comprising the Executive Committee.

33.4 Notice

Notice shall be given to Executive Committee Members of any special meeting of the Executive Committee specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

33.5 Quorum

A quorum for the transaction of the business of a meeting of the Executive Committee shall be any 4 Executive Committee Members, or such other number as the Executive Committee may from time to time determine by unanimous decision of all the Executive Committee Members.

33.6 If quorum not present

No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting is a special meeting in which case it shall lapse.

33.7 Matters decided by show of hands

Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined on a show of hands or in such other manner as the Executive Committee may determine.

33.8 Entitlement to vote

Each Executive Committee Member is entitled to 1 vote.

33.9 Casting Vote

If there is an equality of votes on any question, the Chairman may exercise a second or casting vote.

33.10 Written notice

Written notice of each Executive Committee meeting is to be served on an Executive Committee Member by delivering it to the Executive Committee Member at a reasonable time before the meeting or by sending it by facsimile, email or pre-paid post addressed to them at their usual or last known place of abode at least 2 business days before the date of the meeting.

33.11 Conflict of interests of Executive Committee

- (a) If:
 - (i) an Executive Committee Member has a direct or indirect interest in a matter being considered or about to be considered at a meeting of the Executive Committee; and
 - (ii) the interest may raise a conflict with the proper performance of the duties of the Executive Committee Member,

the Executive Committee Member must disclose the nature of the interest at an Executive Committee meeting.

- (b) Once the Executive Committee Member has disclosed the nature of the interest in any matter, the Executive Committee Member must not, unless the Executive Committee determines otherwise:
 - (i) be present during any discussion by the Executive Committee with respect to the matter; or
 - (ii) take part in any decision of the Executive Committee with respect to the matter.
- (c) The Executive Committee Members shall, to the extent required by any applicable law, establish a mechanism for dealing with any conflicts of interest that may occur involving an Executive Committee Member of the Committee.

34. Resolution in writing

34.1 Resolution

If all the Executive Committee Members sign a document containing a statement that they are in favour of a resolution of the Executive Committee Members in terms set out in the document a resolution in those terms is taken to have been passed at a meeting of the Executive Committee Members held on the day on which and at the time at which the document was last signed by an Executive Committee Member.

34.2 Document

A document referred to in Clause 34.1 may constitute 2 or more separate documents containing statements in identical terms each of which is signed by one or more Executive Committee Members.

35. Meetings of Executive Committee by Instantaneous Communication Device

35.1 Conditions to be satisfied

For the purposes of this Constitution, the contemporaneous linking together by Instantaneous Communication Device of a number of consenting Executive Committee Members not less than the quorum, whether or not any one or more of the Executive Committee Members is out of Australia, is taken to constitute a meeting of the Executive Committee Members and all the provisions of this Constitution about meetings of the Executive Committee Members apply to meetings held by Instantaneous Communication Device provided that:

- (a) all the Executive Committee Members for the time being entitled to receive notice of a meeting of Executive Committee Members are entitled to notice of the meeting by Instantaneous Communication Device and to be linked by Instantaneous Communication Device for the purposes of a meeting and notice of a meeting by instantaneous communication is to be given on the Instantaneous Communication Device or in any other manner permitted by this Constitution;
- (b) each of the Executive Committee Members taking part in the meeting by Instantaneous Communication Device can hear each of the other Executive Committee Members taking part at the commencement of the meeting; and

- (c) at the commencement of the meeting each Executive Committee Member acknowledges to all the other Executive Committee Members taking part his or her presence for the purpose of a meeting of the Executive Committee Members.

35.2 Leaving the meeting

An Executive Committee Member shall not leave the meeting by disconnecting his or her Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman. An Executive Committee Member is conclusively taken to have been present and to have formed part of the quorum at all times during the meeting by Instantaneous Communication Device unless he or she has previously obtained the express consent of the Chairman of the meeting to leave the meeting.

35.3 Minutes

A minute of the proceedings at such meeting by Instantaneous Communication Device is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting.

36. [ME Note: we have moved this definition to the definitions section, as it is now also used in relation to general meetings.] Secretary and Public Officer

- (a) The Secretary shall:
 - (i) keep minutes of the resolutions and proceedings of each general meeting and each Executive Committee meeting in books provided for that purpose together with a record of the names of persons present at the Executive Committee meetings; and
 - (ii) act as a returning officer in all elections.
- (b) The Public Officer shall be appointed by the Chairman and Deputy Chairman of the Committee or as otherwise permitted under the Act and shall carry out the functions of the public officer under the Act.

37. Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by 2 Executive Committee Members, or by such person or persons as may be authorised for that purpose by the Executive Committee.

38. Seal

38.1 Common seal

The common seal of the Committee is to be kept in the custody of the Secretary.

38.2 Rules for affixing the Common Seal

The common seal is not to be affixed to any instrument except by the authority of the Executive Committee and the affixing of any common seal is to be attested by the signatures either of 2 Executive Committee Members or of one Executive Committee Member and of the Secretary or Public Officer, or of such other persons as the Executive Committee may authorise for the purpose.

39. Alteration of Constitution and statement of purposes

This Constitution and the statement of objects of the Committee shall not be altered, rescinded or added to except in accordance with the Act.

40. Notices

40.1 Notices

A notice may be served by or on behalf of the Committee upon any Member either personally, by email, by facsimile or by sending it by post to the Member at his address shown in the Register of Members.

40.2 Notice taken to be given

A notice will be taken to have been given or made in the case of:

- (a) delivery in person or to the recipient's address, when delivered;
- (b) pre-paid post, 3 business days after posting;
- (c) facsimile or email transmission, on the next business day, provided that following the transmission, the sender produces a transmission confirmation report, confirming successful transmission of the facsimile or email in its entirety.

41. Winding up or cancellation

41.1 Winding up

- (a) Subject to the Act and the Regulations and clause 41.2, if any property remains on winding up or dissolution of the Committee and after satisfaction of all its debts and liabilities, that property may not be paid or distributed among the Members but must be given or transferred to one or more charitable funds, authorities or institutions which by its constitution is:
 - (i) required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Committee);
 - (ii) required to apply its income in promoting charitable purposes; and
 - (iii) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Executive Committee, and in default, by application to the Supreme Court of New South Wales for determination.

41.2 Revocation of Australian Tax Office endorsement

- (a) If the Committee is endorsed as a deductible gift recipient under Subdivision 30-BA of the Tax Act, then on the winding up or revocation of endorsement of the Committee, any surplus assets of the Research Fund remaining after payment of all liabilities, will as required by section 30-125 of the Tax Act, be given or transferred to a fund, authority or institution:
 - (i) gifts to which are deductible under Division 30 of the Tax Act;

- (ii) that comply with clause 41.1,

such fund, authority or institution to be determined by the Executive Committee, and in default, by application to the Supreme Court of New South Wales for determination.

42. Custody of records

Except as otherwise provided in this Constitution, the Secretary shall keep in his custody or under his control all books, documents and securities of the Committee.

43. Inspection of records

The records, books and other documents of the Committee are to be open for inspection, free of charge, by a Member during normal business hours.

44. Funds

44.1 Derivation of funds

- (a) The funds of the Committee are to be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by 2 Executive Committee Members unless resolved otherwise by the Executive Committee.

44.2 Objects

Subject to any resolution passed by the Committee in general meeting, the funds of the Committee are to be used in pursuance of the objects of association in such manner as the Executive Committee determines.

45. Applicable Not-for-Profit Laws

The Committee will at all times comply with the Applicable Not-for-Profit Laws.

Schedule 1 - Conduct of postal or electronic ballots

The provisions of this Schedule will apply where the Executive Committee has determined that an issue or proposal is to be decided by a postal or electronic ballot pursuant to Clause 27.

1. **Ballots**

1.1 The Executive Committee must:

- (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
- (b) fix the dates for:
 - (i) the forwarding of postal ballot papers, or the giving of access to electronic ballot papers, to Members, and
 - (ii) the closing of the ballot, and
- (c) appoint a returning officer for the ballot.

2. **Returning officers**

- 2.1 A Member, a Representative of a Member, or a person who is not a Member may be appointed as a returning officer.
- 2.2 Despite subclause 2.1, the returning officer must be a natural person.
- 2.3 Despite subclause 2.1, an Executive Committee Member may not be appointed as a returning officer.
- 2.4 The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3. **Preparation of voting roll**

- 3.1 The returning officer must prepare a roll of the full names and addresses of Members who are eligible to vote.
- 3.2 A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

4. **Electronic voting**

- 4.1 This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.
- 4.2 Electronic voting is to be by means of email or other electronic means determined by the Executive Committee.
- 4.3 Without limiting subclause 4.2, the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- 4.4 The returning officer must ensure that the form for the electronic ballot paper contains:
 - (a) instructions for completing the voting paper, and
 - (b) the question to be determined, and

- (c) the means of indicating the voter's choice on the question to be determined.
- 4.5 The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
 - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
 - (b) access to information about:
 - (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) if voting is by email - the address where the ballot paper is to be returned, and
 - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.
- 4.6 Each person entitled to vote must vote in accordance with the instructions contained in the information.
- 4.7 If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic paper.
- 4.8 An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- 4.9 The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.
- 5. **Postal voting**
- 5.1 This clause applies to a ballot for the determination of a matter by the Committee that is to be conducted by means of postal voting.
- 5.2 The returning officer must prepare ballot papers that contain:
 - (a) instructions for completing the voting paper, and
 - (b) the question to be determined, and
 - (c) a box opposite and to the left of each question.
- 5.3 The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
 - (a) a ballot paper prepared in accordance with this clause, and
 - (b) a notice describing:
 - (i) how the ballot paper must be completed, and
 - (ii) the closing date of the ballot, and
 - (iii) the address where the ballot paper is to be returned, and

- (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the Member and, if the ballot is a secret ballot, an envelope marked "Voting Paper".
- 5.4 Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- 5.5 If the ballot is a secret ballot, a voter must, after completing the ballot paper:
 - (a) enclose and seal the ballot paper in the envelope marked "Voting Paper", and
 - (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, and
 - (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- 5.6 If the ballot is not a secret ballot, a voter must, after completing the ballot paper:
 - (a) enclose and seal the ballot paper in the returning envelope addressed to the returning officer, and
 - (b) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- 5.7 On receipt of a returning envelope, the returning officer must:
 - (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
 - (b) ensure that the ballot papers are securely stored until the counting of the votes begins.
- 5.8 A voter may give a returning envelope to the returning officer by post or personal delivery.
- 6. **Informal votes**
- 6.1 A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- 6.2 Despite subclause 6.1, if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.
- 6.3 If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.
- 7. **Ascertaining result of ballot**
- 7.1 As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
 - (a) in the case of a secret ballot, open the envelopes marked "Voting Paper" and remove the ballot papers, and
 - (b) in the case of any ballot, reject as informal any ballot papers that do not comply with the requirements of this Schedule, and

- (c) ascertain the result of the ballot by counting the votes not rejected.

7.2 As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:

- (a) review all information and reports about the electronic ballot, and
- (b) reject as informal any votes that do not comply with the requirements of this Schedule, and
- (c) ascertain the results of the electronic ballot.

8. **Statement by returning officer**

8.1 The returning officer must make out and sign a statement of the result of the ballot.

8.2 On the declaration of the returning officer of the result of the ballot, the Executive Committee must cause an entry to be made in the minute book showing the result of the ballot.

8.3 The returning officer must forward a copy of the statement to the Chairman who must announce the result of the ballot at the next general meeting and may cause the result of the ballot to be notified in writing to its Members as soon as practicable after the ballot.

9. **Notification of result of ballot for special resolutions**

In the case of a special resolution, the Committee must cause the result of the ballot to be notified in writing to its Members as soon as practicable after the ballot.

10. **Retention of ballot papers**

10.1 The returning officer must retain:

- (a) all ballot papers, and
- (b) all rejected returning envelopes relating to postal voting, and
- (c) all records relating to electronic voting (whether formal or otherwise), and
- (d) all rolls,

used in connection with the conduct of the ballot, in accordance with this clause.

10.2 The returning officer must retain those items in secure storage for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the Executive Committee to retain those items for a longer period.

Appendix

Form of Appointment of Proxy

I _____ of _____ being
a Member of Committee for Sydney Incorporated hereby appoint _____ of
_____ being a Member of Committee for Sydney
Incorporated, as my proxy to vote for me on my behalf at the general meeting of the Committee (annual
general meeting or special general meeting, as the case may be) 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 resolution (insert details).

Signed