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**THE SYDNEY PROJECT**

# **CONSTITUTION**

**October 2004 v2.1**

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# TABLE OF CONTENTS

1.NAME .....	3
2.DEFINITIONS .....	3
3.ADDRESS .....	3
4.CHARTER, AIMS AND OBJECTIVES .....	3
5.PHILOSOPHY .....	3
6.MEMBERS LIABILITIES .....	4
7.AFFILIATION .....	4
8.INCOME.....	4
9.MEMBERSHIP .....	4
10.BOARD MEMBERSHIP .....	4
11.DIVING MEMBERSHIP.....	5
12.ASSOCIATE (NON-DIVING) MEMBERSHIP.....	5
13.VISITOR MEMBERSHIP .....	5
14.HONOURARY MEMBERSHIP .....	5
15.FEES AND CHARGES.....	5
16.DIVING POSITIONS.....	6
17.RESPONSIBILITY .....	6
18.MEMBER RESIGNATIONS.....	6
19.VIOLATION OF CONSTITUTION OR REGULATIONS.....	6
20.SUSPENSIONS AND EXPULSIONS.....	6
21.APPEALS .....	6
22.FINANCIAL YEAR.....	7
23.STEERING COMMITTEE.....	7
24.DUTIES OF THE PROJECT LEADER.....	7
25.DUTIES OF THE TREASURER .....	7
26.DUTIES OF THE SECRETARY .....	8
27.DUTIES OF THE EQUIPMENT OFFICER.....	8
28.DUTIES OF THE RISK MANAGEMENT OFFICER .....	8
29.OFFICE BEARERS AND ELECTIONS.....	9
30.SUB COMMITTEES.....	9
31.PUBLIC OFFICER.....	9
32.MEETINGS .....	9
33.SPECIAL GENERAL MEETINGS .....	9
34.ANNUAL GENERAL MEETINGS.....	9
35.BOARD MEETINGS .....	10
36.STEERING COMMITTEE MEETINGS .....	10
37.SUB COMMITTEE MEETINGS .....	10
38.EXPEDITION & PROJECT MEETINGS.....	10
39.MOTIONS .....	10
40.VOTING .....	10
41.AMENDMENTS TO THE CONSTITUTION.....	11
42.AMENDMENTS TO THE REGULATIONS .....	11
43.WINDING UP .....	11
44.COMMON SEAL.....	11
45.NOTICES.....	12
46.MEMBERSHIP RECORDS AND MAILING LIST .....	12

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47.CUSTODY AND INSPECTION OF BOOKS..... 12

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## 1. NAME

The name of the Association is "The Sydney Project".

## 2. DEFINITIONS

### 1) In this Constitution:

- a) Association means the The Sydney Project.
- b) the Board means the Board of the Association as defined in the Constitution.
- c) the Steering Committee means the Steering Committee of the Association as defined in the Constitution.
- d) the Act means the Associations Incorporation Act, 1985.
- e) Constitution means the Constitution of the Association
- f) Regulations means the Regulations of the Association.
- g) member means any body who has discharged any fees, levies and charges as required by the constitution, or a duly constituted meeting of the Board, and are current at their membership level as required by the Regulations.
- h) eligible member means any body who accepts the Charter, Aims & Philosophy of the Association and who wishes to be nominated for membership at a level stipulated in the Constitution.
- i) body means any person, club or association.
- j) the use of he/she or his/hers is interchangeable.

## 3. ADDRESS

- 1) The Address of the Association
- 2) The address of the Association will be determined by the Board.
- 3) Notice of changes to the address must be notified to all members in accordance with the provisions of the Constitution.

## 4. CHARTER, AIMS AND OBJECTIVES

### 1) The Charter of the Association is:

The Exploration of new dive sites, Documentation by site recording, Preservation by environmental care and Education by liaising with all interested bodies. These will allow The Sydney Project to become the forefront of the Discovery of Shipwreck and Submerged Heritage in Sydney and surrounds, and will unite all members under a common interest and passion in the Responsible Exploration of the Underwater World.

### 2) The main aims and objectives of the Association are to extend the boundaries of diving exploration in order to document the unique underwater heritage in Sydney and the surrounding areas.

To facilitate these aims the Association will:

- a) use safe technical diving practices and leading diving technology.
- b) work with Governmental and Scientific Bodies.
- c) educate and divers to develop their skills and ability.
- d) and document share the discoveries and knowledge within both the diving and wider communities.

### 3) In addition the Association will:

- a) seek Government support and assistance for the attainment of the Association's aims and objectives.
- b) accept subscriptions, donations, devices and bequests to enable the furtherance of the Association's aims and objectives.
- c) acquire, dispose of or otherwise deal with any real or personal property that may be considered necessary or convenient by the Board.
- d) liaise with Maritime Heritage offices, Regulatory Bodies and other interested parties to promote understanding and cooperation with the Association's aims and objectives.
- e) promote and engage in other such activities and provide such other facilities as are consistent with and which will enhance the Association's aims and objectives.

## 5. PHILOSOPHY

### 1) The Sydney Project members shall agree to:

- a) promote the benefits of participation in The Sydney Project to any interested person,
- b) adhere to and promote the Project's adopted Safe Diving Procedures,
- c) maintain and develop their own diving skills and knowledge

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- d) and foster positive and beneficial relationships with Regulatory, Scientific, Heritage, Governmental, Hyperbaric, Environmental and associated bodies.
  - 2) The Sydney Project Members acknowledge:
    - a) acceptance that the Project activities, though rewarding, have an inherent risk, often more than associated with normal recreational diving.
    - b) by setting and adhering to Safe Diving Standards and ensuring that Dive Safety is considered in all activities The Sydney Project members reflect the principles of Exploration with Responsibility.
  - 3) Furthermore, the aims of The Sydney Project are enhanced by:
    - 1) adopting new technology,
    - 2) working as a team to accomplish goals by reducing the risks
    - 3) and by accepting that the discovery, documentation and education of new dive sites will promote diving in general to a wider audience.
  - 4) Members recognise that participation requires self discipline and a commitment to the team structure and that membership is both a Privilege as well as an Obligation to supporting the Aims of The Project.

## **6. MEMBERS LIABILITIES**

The Liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges or expenses of the winding up the Association, is limited to the amount, if any, unpaid by the member of the Association as required by the due fees set out in the Constitution.

## **7. AFFILIATION**

The Association may affiliate with any body the aims and objectives or interests of which the Board considers to be in common with those of the Association.

## **8. INCOME**

- 1) The income and property of the Association must be applied solely to further its aims and objectives and no portion of it can be ceded to any member.
- 2) The Association will not be prevented from paying members for goods or services provided such goods and services are duly approved by the Board and payment satisfies the accounting and record keeping provisions of the Act.
- 3) An Auditor will be appointed by the Board to review the accounts of the Association annually.

## **9. MEMBERSHIP**

- 1) There are four (5) categories of Membership: - Board Membership, Diving Membership, Associate (Non diving) Membership, Visitor Membership and Honourary Membership.
- 2) All members are required to accept the Philosophy and Aims and adhere to the Regulations of the Association.
- 3) Eligible members may be nominated by any member of the Association but must be seconded for membership by a Board Member before their application can be put forward to the Board.

## **10. BOARD MEMBERSHIP**

- 1) Board Members must be an existing member of the Association with all due fees or levies paid as stipulated in the Constitution.
- 2) Only Board Members have voting rights to amend the Regulations or Constitution of the Association.
- 3) The minimum number of Board Members to constitute the Association is 6.
- 4) The maximum numbers of Board Members is limited to 10.
- 5) Board Members can only be voted onto the Board by a seventy-five percent (75%) agreement of all current serving Board Members.
- 6) Board Members can only be voted off the Board by a seventy-five percent (75%) agreement of all current serving Board Members.
- 7) The Chairman of the Board shall be the Association's Project Leader and shall have the casting vote on any issue if required.
- 8) Once Board Membership has been increased in numbers then that number of Board Members becomes the minimum number of Board Members required under the Constitution.

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- 9) If a Board Member resigns, is voted off or is otherwise unable to fulfil his duties as a Board Member then the Board will be required to vote another eligible member onto the Board in his place within 7 days of his resignation, removal or a notice of his inability to perform his duties being received by the Board.
  - 10) Board membership is effective immediately after the vote is approved by the Board.
  - 11) A Board member may attend any Meeting of the Association, Steering Committee or Board.
  - 12) A Board member may be involved in any activity arranged by the Association once approved by the relevant Project or Expedition Leader.

#### **11. DIVING MEMBERSHIP**

- 1) Diving Membership is available for all persons who are eligible members and are accepted as stipulated in the Regulations.
- 2) Such membership is effective after the application is processed by the Board or its delegate, (as set out in the Regulations), and all fees are paid and a receipt issued.
- 3) A diving member may attend any General Meeting of the Association.
- 4) A diving member has no voting rights within the Association unless specifically called upon by the Board to cast a ballot and if so that vote is limited to the time and matter put forward by the Board.
- 5) Applicants may be required to provide evidence of relevant diving experience. Failure to provide evidence of relevant diving experience may result in the rejection of the application.
- 6) A diving member may be involved in any activity arranged by the Association once approved by the relevant Project or Expedition Leader.

#### **12. ASSOCIATE (NON-DIVING) MEMBERSHIP**

- 1) Associate (non-diving) Membership is available for all persons who are eligible members and are accepted as stipulated in the Regulations.
- 2) Such membership is effective after the application is processed by the Board or its delegate, (as set out in the Regulations), and all fees are paid and a receipt issued.
- 3) An associate (non-diving) member may attend any General Meeting of the Association.
- 4) An associate (non-diving) member has no voting rights within the Association unless specifically called upon by the Board to cast a ballot and if so that vote is limited to the time and matter put forward by the Board.
- 5) An associate (non-diving) member may be involved in any activity arranged by the Association once approved by the relevant Project or Expedition Leader but may not participate as a diver in any diving activities.

#### **13. VISITOR MEMBERSHIP**

- 1) Visitor Membership is available for all persons who are eligible members and are accepted as stipulated in the Regulations.
- 2) Such membership is effective after the application is processed by the Board or its delegate, (as set out in the Regulations), and all fees are paid and a receipt issued.
- 3) A Visitor member may attend any General Meeting of the Association.
- 4) A Visitor member has no voting rights within the Association unless specifically called upon by the Board to cast a ballot and if so that vote is limited to the time and matter put forward by the Board.
- 5) Applicants may be required to provide evidence of relevant diving experience. Failure to provide evidence of relevant diving experience may result in the rejection of the application.
- 6) A Visitor member may be involved in any activity arranged by the Association once approved by the relevant Project or Expedition Leader.

#### **14. HONOURARY MEMBERSHIP**

- 1) Honourary Membership is available for all persons who are eligible members and are accepted as stipulated in the Regulations.
  - 2) Such membership is effective after the application is processed by the Board or its delegate, (as set out in the Regulations), and any fees are paid and a receipt issued.
  - 3) A Honourary member may attend any General Meeting of the Association.
  - 4) A Honourary member has no voting rights within the Association unless specifically called upon by the Board to cast a ballot and if so that vote is limited to the time and matter put forward by the Board.
  - 5) A Honourary member may be involved in any activity arranged by the Association once approved by the relevant Project or Expedition Leader but may not participate as a diver in any diving activities.
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## **15. FEES AND CHARGES**

- 1) All fees, levies and charges applicable under the provisions of the Constitution or Regulations must be paid and a receipt issued before membership is valid. Fees and fee levels will be stipulated in the Regulations. The level of fees can only be determined by a 75% vote in favour at a duly constituted meeting of the Board.
- 2) Annual fees are due by 30 June each year and cover the following year from 01 July to 30 June.
- 3) Any person who joins after 01 May will be deemed to be a financial member for the next membership year. Any member whose membership fee is unpaid by 01 September will cease to be an eligible member.
- 4) The Board may in extraordinary circumstances determine and impose a levy for specific purposes.

## **16. DIVING POSITIONS**

- 1) The Roles and Responsibilities of the Positions of Expedition Co-ordinator, Dive Supervisor, Surface Support and Dive Vessel Operator will be defined in the Regulations.

## **17. RESPONSIBILITY**

- 1) No member will make, authorise or issue any public statement whether written or verbal or in any way purport to represent the Association or its views on any matter, or make any statement which may in any way be associated with the Association or to affix their name to any document relating to the affairs of the Association without the prior written permission of the Board.

## **18. MEMBER RESIGNATIONS**

- 1) Any member may resign by giving thirty (30) days notice in writing to the Secretary of the intention to resign and on completion of the period of notice the member will cease to be a member of the Association.
- 2) Any member resigning from the Association or ceasing for any reason whatsoever (including expulsion) to be a member does not have any right, title or interest in or to any property of the Association.
- 3) Any member resigning part way through a membership year is not entitled to a refund of the balance of the fees for that membership year.

## **19. VIOLATION OF CONSTITUTION OR REGULATIONS**

- 1) All members undertake to comply with the Constitution and Regulations and any refusal or neglect to do so will render the member liable to suspension, expulsion or any other penalty as set out in the Regulations or determined by the Board
- 2) All members will assist to the best of their ability any investigation conducted by the Board or the Steering Committee into alleged breaches of the Constitution or Regulations.

## **20. SUSPENSIONS AND EXPULSIONS**

- 1) The Board has the power to suspend or expel a member for any breach of the Constitution or Regulations. Such suspension or expulsion shall require a seventy-five percent (75%) vote in favour at a duly constituted meeting of the Board.
- 2) Such member must be given at least twenty (20) days notice in writing prior to the Board meeting to be held to deal with the allegation(s).
- 3) The notice must provide full details of the nature of the allegation(s) and the time and place of the Board hearing at which time the member is entitled to appear before the Board (with or without representation) for the hearing of the allegation(s).
- 4) Failure of a member to attend such a hearing, to answer allegations as detailed by duly served notice will not preclude the Board from proceeding and passing judgement.
- 5) Such a member must be notified in writing within fourteen (14) days of any suspension, expulsion or penalty resulting from any Board meeting held to answer allegations detailed by duly served notice.
- 6) No member of the Board shall maintain office if either Suspended or Expelled and shall cease to hold such position at that time, regardless of any appeal.

## **21. APPEAL**

- 1) Any member who has been suspended or expelled or penalised by the Association has the right to appeal such a penalty.

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- 2) Such an appeal must be lodged with the Secretary within fourteen (14) days of written notice of the suspension, expulsion or penalty being received by the appellant.
  - 3) If any such appeal is lodged a Member Appeals Committee will be formed comprising the Secretary, an advocate for the appellant and an independent Third Party jointly chosen by the Board and the appellant.
  - 4) The Member Appeals Committee will review the allegations and all evidence presented.
  - 5) A majority ruling of the Member Appeals Committee will be final and binding.

## **22. FINANCIAL YEAR**

The financial year of the Association will be from 1 July to 30 June.

## **23. STEERING COMMITTEE**

- 1) The Steering Committee of the Association will consist of the Officer Bearers of the Association, made up of Project Leader, Treasurer, Secretary, Equipment Officer and Risk Management Officer.
- 2) Office Bearers must be members of the Association and residents of Australia.  
Officer Bears will be appointed by a seventy-five percent (75%) vote in favour at a duly constituted meeting of the Board.
- 3) Office Bears shall be appointed for a Term of no more than 13 months.
- 4) Upon completion of the Term the Officer Bearer position will be made vacant and the Board will be required to fill the position.
- 5) Office Bearers found in breach of the Constitution or Regulations and required to serve a suspension must resign office.
- 6) Subject to the Constitution and Regulations, the Steering Committee will manage the affairs of the Association and will:
  - a) make operational regulations consistent with the Regulations and Constitution.
  - b) recommend changes to the Regulations to the Board.
  - c) fill any casual vacancy of the Steering Committee within three (3) days of such a vacancy occurring until the time that the Board appoints a new Office Bearer.
  - d) deal with applications for membership and resignations of members.
  - e) interpret the Constitution and Regulations of the Association.
  - f) carry out all resolutions passed at any meeting of the Board or Association.
  - g) deal with any matters which may arise in the day to day running of the Association.
  - h) determine action to be taken against any member who breaches the Constitution and Regulations.

## **24. DUTIES OF THE PROJECT LEADER**

- 1) The Project Leader will:
  - a) preside as chairperson at all meetings of the Association or the Board.
  - b) authorise all statements for publication or general release to the public.
  - c) must be a member of the Board
  - d) prepare a regular report of activities as required by the Board.
  - e) prepare an Annual Report of the activities of the Association for distribution to members not less than thirty (30) days prior to the Annual General Meeting.
  - f) be responsible for legal and insurance matters relating to members and other interested groups.
  - g) conduct all correspondence relevant to the position of Project Leader.
  - h) be responsible for sub committees operating under the control of the Project Leader.
  - i) have the casting vote at meetings of the Association where such vote is called for by the Board.
  - j) conduct investigations of alleged infringements of the Constitution and or the Regulations by any member.
  - k) be responsible for organising the diving and expedition activities of the Association and ensuring that such activities meet the Aims and Philosophy of the Association.
  - l) be responsible for all duties or responsibilities not otherwise undertaken.
  - m) have the power to delegate and assign tasks to other eligible members as the need arises.
  - n) be a co-signatory on the accounts of the Association.

## **25. DUTIES OF THE TREASURER**

1. The Treasurer will:

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- a) assist the Project Leader and in his absence or inability to act for and exercise all powers and perform all of the duties of the Project Leader.
  - b) develop, implement and manage the Association's Financial Business Plan as directed by the Board.
  - c) in accordance with the Act be responsible for the receipt and banking of all monies, authorising and paying all accounts, keeping all necessary accounting records and preparing and submitting the books of account to the Auditor each year.
  - d) collect all levies and fees charged.
  - e) must be a member of the Board
  - f) prepare a regular report of activities as required by the Board.
  - g) be responsible for sub committees operating under the control of the Treasurer.
  - h) conduct all correspondence relevant to the position of Treasurer.
  - i) have the power to delegate and assign tasks as the need arises.
  - j) be a co-signatory on the accounts of the Association.

## **26. DUTIES OF THE SECRETARY**

### **1. The Secretary will :**

- a) be responsible for keeping all records of the Association.
- b) must be a member of the Board.
- c) be responsible for the distribution of any product, publication or documentation authorised by the Board.
- d) prepare an Annual Report of the activities of the Association's Publications and Records activities for distribution to members not less than thirty (30) days prior to the Annual General Meeting.
- e) maintain a record of members including their financial status and advise members of any fees, levies and charges due.
- f) maintain a record of all Sydney Project diving activities and collect and maintain all documentation relevant to any activity undertaken by the Association.
- g) provide a written report to the Board of any infringement of the Constitution.
- h) be responsible for sub committees operating under the control of the Secretary.
- i) be responsible for maintaining and amending the Constitution and Regulations as directed by the Board.
- j) conduct all correspondence relevant to the position of Secretary.
- k) call meetings and advise members accordingly, prepare agendas and take minutes all in accordance with the Act and the Constitution.
- k) have the power to delegate and assign tasks to other eligible members as the need arises.
- l) be a co-signatory on the accounts of the Association.

## **27. DUTIES OF THE EQUIPMENT OFFICER**

### **1. The Equipment Officer will:**

- a) liaise with the members of the Association and other interested groups for the purpose of obtaining and maintaining equipment used or owned by the Association.
- b) prepare a regular report of activities as required by the Board.
- c) prepare an Annual Report of the activities of the Association's Equipment for distribution to members not less than thirty (30) days prior to the Annual General Meeting.
- d) maintain a list of the status and location of all equipment owned by the Association.
- e) authorise or decline the use of any equipment owned by the Association on any Association Project.
- f) be responsible for sub committees operating under the control of the Equipment Officer.
- g) conduct all correspondence relevant to the position of Equipment Officer.
- h) have the power to delegate and assign tasks to other eligible members as the need arises.
- i) be a co-signatory on the accounts of the Association.

## **28. DUTIES OF THE RISK MANAGEMENT OFFICER**

### **1) The Risk Management Officer will:**

- a) develop, implement and maintain the Standards and Procedures documentation, as defined in the Regulations.
- b) be responsible for ensuring Project compliance with the provisions of the Regulations and Standards & Procedures Documentation.
- c) be responsible for ensuring Project compliance with any relevant Regulatory requirement.

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- d) prepare a regular report of activities as required by the Board.
  - e) prepare an Annual Report of the activities of the Association's Risk Management activities for distribution to members not less than thirty (30) days prior to the Annual General Meeting.
  - f) provide a written report to the Board of any infringement of the Regulations.
  - g) provide a written comment on any proposal by the Board or Steering Committee for amendments to the Regulations in accordance with the provisions of this Constitution and the Regulations.
  - h) arrange Emergency Procedures and other Training Workshops as required by the Regulations.
  - i) be responsible for sub committees operating under the control of the Risk Management Officer.
  - j) conduct all correspondence relevant to the position of Risk Management Officer.
  - j) have the power to delegate and assign tasks to other eligible members as the need arises.
  - k) be a co-signatory on the accounts of the Association.

## **29. OFFICE BEARERS AND ELECTIONS**

- 1) Except where expressly provided the election of Officer Bearers will take place by direct vote at a duly convened Board Meeting and the result will be announced at the Annual General Meeting, where the Chairperson will first declare all positions vacant.
- 2) Nominations for Office Bearers must be in writing and be signed by the nominee, the proposer and the seconder. The nominee, proposer and the seconder must be members of the Association.
- 3) Nothing will prevent retiring Office Bearers from re-nominating.
- 4) Nominations must be received by the Board not less than seven (7) days prior to the Board meeting date.
- 5) Office Bearers may be removed from office by a resolution passed by a majority of members at a duly constituted meeting of the general membership of the Association.

## **30. SUB COMMITTEES**

- 1) Sub committees can be established by the Board at any time provided the sub committee has a specific purpose and reports its activities regularly to a director responsible for its operation or as required by the Board.
- 2) The scope of activity to be undertaken by sub committees will be governed by their Terms of Reference, which must be endorsed by the Board prior to the sub committee being established. The Board may review the Terms of Reference at any time.

## **31. PUBLIC OFFICER**

- 1) The Project Leader will be appointed the Public Officer unless otherwise appointed by a 75% agreement at a Board Meeting.

## **32. MEETINGS**

- 1) The types of meetings which the Association can conduct are Special General Meetings, Annual General Meetings, Board Meeting, Steering Committee Meetings, duly appointed Sub Committee Meetings and Expedition Project Meetings.

## **33. SPECIAL GENERAL MEETINGS**

- 1) A Special General Meeting will be convened whenever the Board or the Public Officer deems necessary or upon a written request from at least 10% of members.
- 2) The written request must be signed by all members requesting the meeting and must be sent to the Public Officer of the Association stating the object(s) of the meeting. No business other than that notified can be transacted at the meeting.
- 3) The meeting must be held within sixty (60) days of receipt of the written request.
- 4) The time and location for the meeting will be determined by the Board and will be held in such a location that best serves the majority of members.
- 5) Thirty (30) days written notice must be given to all members by the Secretary. Such notice must state the place, date, time and agenda.
- 6) Business can only be transacted if a quorum has been established. A quorum for the transaction of business at any Special General Meeting will consist of 20% of members. If a quorum is not achieved after one half hour of the time appointed then the chairman will arrange a further meeting in accordance with this Constitution.

## **34. ANNUAL GENERAL MEETINGS**

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- 1) The Annual General Meeting of the Association will be held at a date fixed by the Board each Calendar year.
  - 2) The Annual General Meeting must be held within six (6) to eighteen (18) months after the Previous Annual General Meeting.
  - 3) The time and location will be determined by the Board. It must be held in a location that best serves the majority of members.
  - 4) Thirty (30) days written notice must be given to all members by the Secretary. Such notice must state the place, date, time and agenda and a request for the written nominations of candidates for the Office Bearer positions must be given by the Secretary to all members.
  - 5) The minutes of the previous meeting, the agenda for the meeting, annual reports and any other business including a list of validly nominated members will be distributed for each Office Bearer position.
  - 6) If asked for the Board ballot papers, for the purpose of casting a postal vote will be distributed to members at least thirty (30) days prior to the Annual General Meeting.
  - 7) The business to be transacted will be in the following order:
    - a) Opening and welcome
    - b) Present and apologies
    - c) Acceptance of the minutes of the previous AGM
    - d) Business Arising from the previous AGM
    - e) Adoption of the Annual Reports
    - f) Adoption of the Auditor's Report
    - g) Results of postal voting if called for
    - h) General Business
    - i) Any Other Business
    - j) Close

### **35. BOARD MEETINGS**

- 1) The Board of the Association must meet at least three times during its term of office.
- 2) Except for where otherwise provided the term of office of the Board will be the period of time commencing from the Annual General Meeting where Office Bearers are announced to the next Annual General Meeting where the Office Bearers are again announced.
- 3) Business can only be transacted if a quorum has been established. The quorum for a Board Meeting is no less than 75% of all serving Board Members.
- 4) A Board Meeting can be called for by the agreement of 25% of all serving board members.
- 5) The records of meetings of the Board will be made available to members on request in writing to the Secretary as long as such information is not considered by the Board to be Under Privilege and In Confidence by a Third Party.

### **36. STEERING COMMITTEE MEETINGS**

- 1) The Steering Committee of the Association must meet at least three times during its term of office.
- 2) Except for where otherwise provided the term of office of the Steering Committee will be the period of time commencing from the Annual General Meeting where Office Bearers are announced to the next Annual General Meeting where the Office Bearers are again announced.
- 3) Business can only be transacted if a quorum has been established. The quorum for a Steering Committee Meeting requires all Steering Committee Members, or their nominated Representative, to be in attendance.
- 4) A Steering Committee Meeting can be called for by any serving Board or Steering Committee member.
- 5) The records of meetings of the Steering Committee will be made available to members on request.

### **37. SUB COMMITTEE MEETINGS**

- 1) Sub committee Meetings will be called for as required be duly appointed members of the Sub Committee, the Steering Committee or the Board.

### **38. EXPEDITION & PROJECT MEETINGS**

- 1) Expedition & Project Meetings will be called for as required by duly the Expedition Leader, Steering Committee or the Board.

### **39. MOTIONS**

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- 1) All motions must be proposed and seconded by members.
  - 2) Members wishing to bring business before the Annual General Meeting must give forty-five (45) days notice of that business in writing to the Secretary.
  - 3) Business can also be transacted at a Special General Meeting in accordance with the provisions for such meetings.
  - 4) The Secretary must advise all members in writing of the duly passed amendments within thirty (30) days and amendments will come into effect seven (7) days after the advice is posted.

#### **40. VOTING**

- 1) Unless specifically called for by the Board only Board Members are entitled to vote.
- 2) Each Board member will have one (1) vote.
- 3) Except for where expressly provided voting will be conducted in person by a show of hands.
- 4) A pre-poll vote on writing can only be made if approved by the Project Leader.
- 5) If a Membership vote is called for by the Board:
  - a) Only eligible members are entitled to vote.
  - b) Each member will have one (1) vote.
  - c) Voting will be conducted by postal ballot, email and/or a show of hands.
  - d) A vote can only be made on a form approved and provided by the Board.
  - e) The postal ballot system must protect the anonymity of the voter and be confidential.
  - f) The Secretary shall be responsible for the running of any membership ballot.

#### **41. AMENDMENTS TO THE CONSTITUTION**

- 1) The Constitution of the Association can only be amended by the unanimous agreement of all serving members of the Board, with the results announced at either the Annual General Meeting or a Special General Meeting required to be held within thirty (30) days of such amendment.
- 2) The Constitution can only be amended by a duly proposed and seconded proposal in writing to all members of the Board at least forty-five (45) days prior to the Board Meeting. The Secretary must notify each member of the Association in writing of the proposed amendment(s) at least thirty (30) days prior to the Board Meeting.
- 3) Voting on Constitutional amendments may be called for by the Board and in this case may be accepted from the floor at the Annual General Meeting.
  - a) The result of any such ballot must be announced at the Annual General Meeting.
  - b) The Secretary must give notice to all members in writing of the duly passed amendments within seven (7) days.
- 4) Any amendment to the Constitution will come into effect seven (7) days after such notice is made to the members.

#### **42. AMENDMENTS TO THE REGULATIONS**

- 4) The Regulations of the Association can only be amended by the seventy-five percent (75%) agreement of all serving members of the Board, with the results announced within seven days (7) days of such amendment.
- 5) The Regulations can only be amended by a duly proposed and seconded proposal in writing to all members of the Board at least thirty (30) days prior to the Board Meeting. The Secretary must notify each eligible member of the Association in writing of the proposed amendment(s) at least fourteen (14) days prior to the Board Meeting.
- 6) Voting on Regulation amendments may be called for by the Board and in this case may be accepted from the floor at either the Annual General Meeting or a Special General Meeting.
  - c) The result of any such ballot must be announced at the Meeting.
  - d) The Secretary must give notice to all members in writing of the duly passed amendments within seven (7) days.
- 5) Any amendment to the Regulations will come into effect seven (7) days after such notice is made to the members.

#### **43. WINDING UP**

- 1) If at any meeting a resolution for the dissolution of the Association is motioned, then the resolution must be passed by more than seventy-five percent (75%) of all Board Members.

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- 2) If on dissolution of the Association, there remains after all liabilities have been discharged, any assets, those assets must be distributed to any other organisation whose aims and objects are similar.
  - 3) Such distribution will be determined by the Board Members at a Special General Meeting open to all eligible members to be held at or before the time of dissolution.

#### **44. COMMON SEAL**

- 1) The Association must have a common seal upon which its corporate name must appear in legible characters.
- 2) The seal must not be used without the authorisation of the Board.
- 3) The fixing of the seal must occur in the presence of at least three (3) Office Bearers.
- 4) The seal shall be kept in the custody of the Secretary or such other member of the Association as determined by the Board.

#### **45. NOTICES**

- 1) Any notice served in accordance with the Constitution may be served on behalf of the Association by posting to the last postal address, or by email to the last email address, held on record file by the Association.
- 2) Where such notice is properly addressed, prepaid, where required, and posted or emailed to a member it will be deemed to have been received at the expiration of five (5) business days from the day of posting or emailing unless returned to the association by return 'no longer at this address' post or inactive email. In such case as said notice being returned to the Association the Association will be deemed to have fulfilled its obligations to the member in question if said member has not contacted the Association with a correct postal or email address within an additional five (5) working days from the receipt of the returned post or email item by the Association.

#### **46. MEMBERSHIP RECORDS AND MAILING LIST**

- 1) The membership records and mailing list remain the property of the Association.
- 2) The membership records and mailing list cannot be used for personal gain or self interest.
- 3) Membership records and mailing lists can only be used for business related to the Constitution or Regulations under the direction and approval of the Board.

#### **47. CUSTODY AND INSPECTION OF BOOKS**

- 1) Except where otherwise provided by the Constitution or the Regulations the Secretary must keep in his custody, or under his control, all records, books or documents relating to the Association.
- 2) Except where otherwise provided by the Constitution, or required under any relevant State or Commonwealth Privacy or other Legislation, the records, books and documents relating to the Association must be open to inspection, free of charge, to any member at a reasonable hour.