



WILLOUGHBY COMMUNITY MEN'S SHED INC.

CONSTITUTION

Revised January 2021

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PART 1 STATEMENT OF OBJECTS

The objects of the *Willoughby Community Men's Shed Inc.* (WCMS) are to provide support and assistance to men and women of the Willoughby City community through the operation and maintenance of a multi-disciplinary workshop facility (the Shed).

Through the operation and maintenance of the Shed *Willoughby Community Men's Shed Inc.* will:-

- encourage the development and sharing of skills and competence of members
- promote comradeship and fellowship amongst members
- promote and enhance healthy lifestyles of members
- promote issues of Men's Health amongst members
- support other community organisations and charitable groups throughout Willoughby City and the wider community by:-
 - undertaking work or projects, which assist those organisations or groups
 - promoting community activities amongst members
 - promoting Willoughby City Council initiatives amongst members.

To achieve this *Willoughby Community Men's Shed Inc* will maintain a high level of workshop safety and member health by:-

- maintaining a safe and healthy workplace
- implementing strategies to inform members of risks associated with use of the machines and equipment
- regularly communicating to members
- provide training materials to assist members with the safe use and operation of machinery.

PART 2 PRELIMINARY

1. Definitions

(1) In this constitution:-

WCMS means Willoughby Community Men's Shed Inc.(ABN 89286191509)

The Shed means the building known as Willoughby Community Men's Shed (formerly known as the Warners Park Centre) occupying an area including parts of DP 382702/4, DP 437575/1, DP 437309/2 and DP 20195/92 in the Parish of Willoughby as shown in Appendix 2

The Commissioner means the Commissioner for Fair Trading, Department of Finance, Services and Innovation

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

financial member means a member who has paid their annual membership fee.

probationary member means a person who has submitted an application for membership and has not paid their annual membership fee

non-financial members means a former financial member who has not paid their annual membership fee by the due date of payment

supervisor means the person designated by the committee or by the Coordinator or Deputy Coordinator to act in a supervisory capacity in the *Shed* at any given time

Coordinator means the person elected to organise events or activities, chair committee and general meetings and to negotiate with others in order to ensure they work together effectively

Deputy Coordinator means the person elected to assist the Coordinator in undertaking their duties and act in their stead when required

secretary means:-

(a) the person holding office under this constitution as secretary of the WCMS, or

(b) if no such person holds that office - the public officer of *the WCMS*

special general meeting means a general meeting of the WCMS other than an annual general meeting

the Act means the Association's Incorporation Act 2009

the Regulation means the Association's Incorporation Regulation 2010.

(2) In this constitution:

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

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

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

PART 3 MEMBERSHIP

2. Membership generally

Any person, who accepts the objects and rules and procedures of the *WCMS*, may become a member of the *WCMS*.

3. Application for membership

- (1) Application for membership of the *WCMS*:
 - (a) must be made in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be forwarded to the Secretary of the *WCMS*.
- (2) As soon as practicable, after receiving an application for membership, the secretary or Public Officer must, on payment by the applicant of the appropriate membership fee, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the *WCMS*.
- (3) An applicant for membership to *WCMS* may be exempted from the payment of the annual membership fee at the discretion the Committee.
- (4) Honorary life membership may be granted to a member who has given outstanding service to the *WCMS*. Any five members may nominate in writing a member or past member to be an honorary life member. The nomination shall then be considered by the committee, and if the committee so determines, the nomination shall then be submitted to a general meeting. The *WCMS* shall not have more than 5 life members at any one time.

4. Cessation of membership

A person ceases to be a member of the *WCMS* if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the *WCMS*, or
- (d) fails to pay the annual membership fee within 28 days after the fee is due.

5. Membership entitlements not transferable

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

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the *WCMS* may resign from membership of the *WCMS* by first giving to the secretary written notice of the member's intention to resign. Upon the Secretary's receipt of the members written intention to resign the member ceases to be a member.
- (2) If a member of the *WCMS* ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The Secretary of the *WCMS* must establish and maintain a register of members of the *WCMS* specifying the name and postal or residential address of each person who is a member of the *WCMS* together with the date on which the person became a member.
- (2) The register of members must include the details of an Emergency Contact Person for each member.
- (3) The register of members must be kept at the *Shed*.
- (4) The register of members must be open for inspection, free of charge, by any member of the *WCMS* at any time during the *Shed's* hours of operation.
- (5) A member of the *WCMS* may obtain a copy of any part of the register of members from the secretary upon written request.
- (6) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that request must be noted in the register of members and that information must not be made available for inspection.

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- (7) A member must not use information about a person obtained from the register of members to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the *WCMS* or other material relating to the *WCMS*, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Members fees

- (1) The annual membership fee of *WCMS* shall be determined annually by majority vote of the committee and announced at the *WCMS* by 1 February of each calendar year.
- (2) The committee may vary the annual membership fee for individual members on a case-by-case basis when requested by the member or the member's representative.
- (2) A preliminary member of the *WCMS* must, on admission to membership, pay to the *WCMS* an annual membership fee within 28 days of admission.
- (3) A member of the *WCMS* must pay an annual membership fee by 1 March of each calendar year.
- (4) A member of the *WCMS* who has not paid the annual membership fee by 31 March of the calendar year shall be classified as non-financial:-
 - (a) shall be refused access to the Shed, and
 - (b) relinquish all rights to vote at any annual general meeting, general meeting, and
 - (c) relinquish all rights participate in any sub-committeeuntil such time as the annual membership fee is paid or their membership is cancelled.

9. Members' liabilities

The liability of a member of the *WCMS* to contribute towards the payment of the debts and liabilities of the *WCMS* or the costs, charges and expenses of the winding up of the *WCMS* is limited to the amount, if any, unpaid by the member in respect of membership of the *WCMS* as required by Clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the *WCMS*, or a dispute between a member or members and the *WCMS*, must, in the first instance, be referred to the Committee for mediation.
 - (a) any such mediation must include a face-to-face meeting of the party or parties involved and the committee or a member of the committee
 - (b) a member may, at their own expense, engage an independent mediator who is accredited under the National Mediator Accreditation System to conduct the mediation process
 - (c) any resolution reached during mediating must be recorded in writing and signed by all persons participating in the mediation
- (2) If a dispute is not resolved to the satisfaction of all parties involved within 6 months of the date of referral to the committee the dispute must be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Withdrawal of privileges

A member may have their access to the *Shed* and or tools and equipment in the *Shed* withdrawn if they: -

- a) act in a manner that may cause injury to themselves or other members, or
- b) fail to follow a reasonable instruction given by a supervisor, or
- c) fail to observe Shed Rules and Procedures.

12. Disciplining of members

- (1) A complaint may be made in writing to the committee by any person that a member of the *WCMS* :
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the *WCMS*, or
 - (c) has acted in an unsafe manner that has or may have resulted in injury to their person or the person of another member, or
 - (d) has refused a direct and reasonable instruction given by a supervisor.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and

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- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, suspend the member from membership of the *WCMS* if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and suspension is warranted in the circumstances.
- (5) If the committee suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the *WCMS* confirms the resolution under clause 12, whichever is the later.
- (7) On the occasion of a third suspension a member of the *WCMS* ceases to be a member of the *WCMS* and relinquishes all rights as a member of the *WCMS* and has no right of appeal.

13. Right of appeal of disciplined member

- (1) A member may appeal to the *WCMS* in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the *WCMS* to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the *WCMS* convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the *WCMS*.
- (6) A member of the *WCMS* whose membership is suspended from the *WCMS* for a third time has no right of appeal.

PART 4 THE COMMITTEE

14. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the *WCMS* in general meeting, the committee:

- (a) is to control and manage the affairs of the *WCMS*, and
- (b) exercise all such functions as may be exercised by the *WCMS*, other than those functions that are required by this constitution to be exercised by a general meeting of members of the *WCMS*, and
- (c) may make by-laws, provided such by-laws are not inconsistent with either the Corporations Act or this Constitution, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the *WCMS*, and
- (d) is to issue safe work procedures and appoint a supervisor or supervisors to implement and or exercise these procedures on its behalf at times when the *Shed* is operating.

15. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the *WCMS*, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the *WCMS* under clause 15.
- (2) The total number of committee members is to be no more than 9.
- (3) The office-bearers of the *WCMS* are as follows:

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- (a) the co-ordinator, and
 - (b) the deputy co-ordinator, and
 - (c) the treasurer, and
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the coordinator and deputy coordinator offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the *WCMS* or as ordinary committee members:
- (a) must be made in writing, signed by a member of the *WCMS* and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the *WCMS* at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the *WCMS* must be a member of the *WCMS*.

17. Secretary

- (1) The secretary of the *WCMS* must, as soon as practicable after being appointed as secretary, lodge notice with the *WCMS* of his or her postal address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and their email addresses, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

It is the duty of the treasurer of the *WCMS* to ensure:

- (a) that all money due to the *WCMS* is collected and received and that all payments authorised by the *WCMS* are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the *WCMS*, including full details of all receipts and expenditure connected with the activities of the *WCMS*, and
- (c) that receipts for a deductible gift are issued, stating: -
 - a. the name Willoughby Community Men's Shed Inc, and
 - b. the *WCMS* Australian Business Number (ABN), and
 - c. that the receipt is for a gift.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the *WCMS* to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the *WCMS*, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or

- (d) resigns office by notice in writing given to the secretary, or
- (e) becomes a mentally incapacitated person, or
- (f) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

20. Removal of committee members

- (1) The *WCMS* in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or coordinator (not exceeding a reasonable length) and requests that the representations be notified to the members of the *WCMS*, the secretary or the coordinator may send a copy of the representations to each member of the *WCMS* or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Electronic meetings of committees – procedures

- (1) Committee meetings may be conducted electronically, subject to the agreement of the Chair, by emailing recommendations or discussion topics to all members, and seeking responses to the recommendations by email. An electronic meeting would be appropriate in the following circumstances:
 - (a) If there is little business for the committee to consider, or
 - (b) If it is known that many members will be unavailable and there would not be a quorum at the meeting, or
 - (c) If a matter requiring a decision arises between meetings, but it would be inappropriate for the Coordinator to make a decision, or
 - (d) If a meeting of the total number of Committee Members contravenes NSW Health Orders or laws of assembly.
- (2) All email correspondence relating to the electronic meeting is to be considered the minutes of that meeting.

22. Committee meetings and quorum

- (1) The committee is to meet at 12.30 pm on the first Tuesday of every second calendar month or held in accordance to Clause 21.
- (2) Additional meetings of the committee may be convened by the coordinator or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 24 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Business to be transacted at any meeting of the committee must be notified orally or in writing to the secretary at least 48 hours prior to the time of the meeting. If no business is notified to the secretary within this time the coordinator may cancel the meeting.
- (5) If a meeting is cancelled under subclause (4) the coordinator must notify all committee members of such cancellation at least 12 hours prior the scheduled time of the meeting.
- (6) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (7) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (8) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (10) At a meeting of the committee:
 - (a) the coordinator or, in the co-ordinator's absence, the deputy coordinator is to preside, or
 - (b) if the coordinator and the deputy coordinator are absent or unwilling to act, one of the remaining members of the committee may be chosen by the members present at the meeting to preside.

23. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the *WCMS* as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (7), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 5 GENERAL MEETINGS

25. Annual general meetings - holding of

The *WCMS* must hold its annual general meetings:

- (a) within 6 months after the close of the *WCMS* financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation, or
- (c) at such time that does not contravene NSW Health Orders or Laws of Assembly, or
- (d) by an appropriate electronic medium accessible to all members.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the *WCMS* is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the *WCMS* during the last preceding financial year,
 - (c) to elect office-bearers of the *WCMS* and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

27. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the *WCMS*.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the *WCMS*.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the *WCMS*, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the *WCMS*, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Seven members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30. Presiding member

- (1) The coordinator or, in the co-ordinator's absence, the deputy co-ordinator, is to preside as chairperson at each general meeting of the *WCMS*.
- (2) If the coordinator and the deputy coordinator are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no

business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the *WCMS* stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of the *WCMS* is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if seven or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the *WCMS*, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolutions

A special resolution may only be passed by the *WCMS* in accordance with Section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the *WCMS* a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the *WCMS* unless all money due and payable by the member to the *WCMS* has been paid.

35. Proxy votes not permitted

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

36. Postal ballots

The *WCMS* shall not hold a postal ballot to determine any issue or proposal.

PART 5 MISCELLANEOUS

37. Insurance

The *WCMS* must effect and maintain insurance for the *WCMS* and for each member, including but not limited to Public & Products Liability, *WCMS* Liability, Volunteer Personal Accident Insurance, and Industrial Special Risks

38. Funds – source

- (1) The funds of the *WCMS* are to be derived from annual subscriptions of members, donations, commercial projects and, subject to any resolution passed by the *WCMS* in general meeting, such other sources as the committee determines.
- (2) All money received by the *WCMS* must be deposited as soon as practicable and without deduction to the credit of the *WCMS* bank account.
- (3) The *WCMS* must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - management

- (1) Subject to any resolution passed by the *WCMS* in general meeting, the funds of the *WCMS* are to be used in pursuance of the objects of the *WCMS* in such manner as the committee determines.

- (2) All bank withdrawals, electronic payments, cheques, and other negotiable instruments must be authorised by 2 signatories delegated to do so by the committee.

40. Change of name, objects and constitution

An application to the Director-General for registration of a change in the *WCMS* name, objects or constitution in accordance with Section 10 of the Act is to be made by the public officer or a committee member.

41. Custody of books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the *WCMS*.

42. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the *WCMS* during opening hours:
 - (a) records, books and other financial documents of the *WCMS*, and
 - (b) this constitution, and
 - (c) minutes of all committee meetings and general meetings of the *WCMS*.
- (2) A member of the *WCMS* may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

43. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by email to the email address held by *WCMS* provided by the member, or
 - (b) by delivering it to the person personally, or
 - (c) by sending it by pre-paid post to the address of the person.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Financial year

The financial year of the *WCMS* is each period of 12 months commencing on 1 July and ending on the following 30 June.

45. Attendance register

An attendance register must be kept for all days the *WCMS* is open to members. This register is to include, but not limited to:

- a. date, and
- b. member's name, and
- c. member's arrival time, and
- d. member's departure time, and
- e. total number of members attending on that day, and
- f. member acknowledgement of their level of accreditation on machine tools as detailed in the membership attendance register.

46. Dissolution of the *WCMS*

The *WCMS* may be dissolved by a resolution of a majority of two thirds of the financial members of the *WCMS* agreed to in writing and presented to a general meeting convened for the sole and specific purpose of dissolving the *WCMS*.

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Upon dissolution of the *WCMS* any assets, moneys, goods and otherwise belonging to the *WCMS* or held in the name of the *WCMS* shall be transferred to some other incorporated association having objects similar to the objects of the *WCMS*.

Upon dissolution of the *WCMS* any unspent money, unused goods, machines, or tools given to *WCMS* as a Deductible Gift shall be transferred to some other similar organisation listed on the Deductible Gift Register.

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