

CONSTITUTION OF
CEMETERIES & CREMATORIA
ASSOCIATION OF
NEW SOUTH WALES
INCORPORATED

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Section 1: Definitions

1. Definitions

1.1 In this Constitution:

Association means the Cemeteries and Crematorium Association of New South Wales.

Director-General means the Director-General of the Department of Fair Trading.

Full member shall mean an Ordinary member or vice versa.

Secretariat means:

- (a) the person holding office under these rules as Secretary of the Association, or
- (b) if no such person holds that office – the public officer of the Association.

The Act means the Associations Incorporation Act 1984.

The Regulation means the Associations Incorporation Regulation 1999.

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

Section 2: Objects

2. The objects of the Association are:

- 2.1 to enable administrators and operators in cemeteries and crematoria within New South Wales and the Australian Capital Territory to meet and share common interest and concerns.
- 2.2 to secure for the members all the advantages of unity of action in order to protect them in all matters affecting their interest;
- 2.3 to hold meetings and encourage discussions appertaining to the industry in which the members are engaged;
- 2.4 to make arrangements to represent the interests of members in all industrial matters under any State or Federal Law;
- 2.5 to effect the amicable settlement of disputes, as desired by members;
- 2.6 to adopt whatever procedures may be considered advisable in the interest of members of the Association;
- 2.7 to project the industry in a positive sense by the use of modern methods, new techniques and a high standard of workmanship;
- 2.8 to promote to the community the services offered by members;
- 2.9 to provide a forum for the free exchange of information on all matters relating to the Association and its members;
- 2.10 to promote the development of administrative and technical proficiency and to provide training in any matter related to the Association and its members;
- 2.11 to purchase, take on lease or hire or otherwise acquire real or personal property of any kind in furtherance of the objects of the Association and to sell, exchange or otherwise dispose of any such property on terms as may be determined by the members;
- 2.12 to provide for the appointment of committees to deal with any matters or matters of general interest to the Association and members;
- 2.13 to act in conjunction, affiliate with or amalgamate with, and to appoint representatives to any association or organisation of employers which furthers the purposes of the Association;

- 2.14 to promote or oppose legislative and other measures affecting or likely to affect the members of the Association;
- 2.15 to prosecute or defend any suits, applications or proceedings before any court, tribunal or like body whatsoever as may be deemed necessary or expedient in the interest of all or any of the Association's members.
- 2.16 to do all such other things as may appear to be incidental or conducive to the attainment of the above purposes or that maybe decided upon from time to time by members summoned in accordance with the rules of the Association.

Section 3: Membership

3. Membership Qualification

- 3.1 Any person, firm, company, Municipal or Shire Council, Trust or Church may apply for membership of the Association and the Membership Committee will either recommend endorsement, rejection or otherwise deal with the application (under Clause 4), including its recommendation as to category of membership;
- 3.2 Full members are firms, Trusts, companies, Churches, Municipal or Shire Councils or other organisations which administer the affairs of a cemetery and/or crematorium for the disposal of human remains in NSW and ACT;
- 3.3 Affiliate members are natural persons, firms, organisations or companies who are funeral directors or monumental masons;
- 3.4 Associate members are natural persons, firms, organisations or companies who are suppliers to members or otherwise associated with the industry;
- 3.5 Life members, are individuals who by reason of having made significant contributions to the industry and who have retired from direct involvement therein and have been so appointed by members at an Annual General Meeting;
- 3.6 Honorary members are individuals who by reason of having provided valuable service to the industry although not having been directly involved as a full member and have been so appointed by members at an Annual General Meeting.
- 3.7 **Special rights of life members and honorary members** – Notwithstanding any other provision of these articles, life members and honorary members shall not be required to pay any entrance fee and annual subscription, they may attend meetings and conferences of the Association and may speak at the invitation of the Chairman but shall have no voting rights and are unable to be nominated for a position on a Committee.

4. Nomination for Membership

- 4.1 Nomination for membership of the Association:
- (a) must be made in writing in the form set out in Appendix 1 to the Constitution (as determined from time to time by the Executive) by two full financial members and signed by the applicant and;
 - (b) must be lodged with the Secretariat of the Association.
- 4.2
- (a) As soon as practicable after receiving a nomination for membership, the Secretariat must forward details of the application to all members, giving them 14 days to respond with reasons why the nomination should be approved or rejected.
 - (b) After the above 14 days the Secretariat is to provide the Membership Committee with the members' recommendations.
- 4.3 The Membership Committee is to determine whether to recommend approval or rejection of the nomination and classification of membership.
- 4.4 As soon as practicable after the Membership Committee makes its determination, the Secretariat must notify all full members in writing, that the Membership Committee recommends approval or rejection of the nomination (whichever is applicable.)
- 4.5 Should an applicant, who fails to gain membership, wish to appeal the decision of the Membership Committee then they may write to the Executive within 14 days of receiving notice setting out their reasons.
- 4.6 The Executive will meet within 28 days to deal with this appeal and notify the applicant of its decision within 14 days of that meeting.
- 4.7 If the applicant is again rejected then the Executive will place the matter on the agenda of the next general meeting for discussion and notify the applicant of the result accordingly.
- 4.8 Admission to membership of the Association shall be conditional on the proposed member paying into the funds of the Association the entrance fee and annual subscription for the current year and upon the proposed member agreeing to be bound by the Constitution of the Association, and agreeing to such other conditions for admission to membership as may be determined by the Association from time to time.
- 4.9 The Secretariat must, on payment by the nominee of the amount referred to in Clause 4.8 within the period referred to in that provision, enter the nominee's name in the register of members.

4.10 Representation of Members

- (a) A member being a full, affiliate or associate member may appoint one person to act as its representative and another person to act as an alternate should the first representative be unavailable at a particular meeting or at all general meetings of the Association, such appointment being subject to Clause 8.2 hereof;
- (b) The instrument by which a member appoints a person to act as its representative pursuant to this Clause shall be in writing and be deposited at the office of the Association at least twenty-four (24) hours prior to any of the general meetings or Annual General Meeting of the Association.
- (c) A representative of a member appointed under Clause 4.10(a) hereof must be an employee, Trustee or Director of a member, and without conflict of interest with the Association.

5. Cessation of Membership

5.1 A member ceases to be a member of the Association on:

- (a) death;
- (b) resignation;
- (c) being expelled from the Association;
- (d) being a corporation or a firm which resolves to go into liquidation, enter into any scheme or arrangement with its Creditors, is the subject of a petition for its winding up or appoints a receiver, liquidator, administrator or official manager;
- (e) becoming six months in arrears in respect of dues payable to the Association.

6. Membership Entitlements not Transferable

6.1 A right, privilege or obligation which a person, corporation, firm, Church, Trust or Council has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person or organisation and
- (b) terminates on cessation of membership of the person, firm, corporation, Church, Trust or Municipal or Shire Council.

7. Resignation of Membership

- 7.1 A member of the Association is not entitled to resign that membership except in accordance with this Clause.
- 7.2 A member of the Association who has paid all amounts due by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the Secretariat written notice of at least one month (or such other period as the Executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 7.3 If a member of the Association ceases to be a member under Clause 7.2 hereof, and in every other case where a member ceases to hold membership, the Secretariat must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. Register of Members

- 8.1 The Secretariat of the Association must establish and maintain a register of members of the Association.
- 8.2 The register shall contain in respect of each member:
- (a) the name, address, telephone and fax numbers and email and web address where applicable (and in the case of a company or firm, the registered office, or principal place of business);
 - (b) the date of admission to and class and category of current membership of the Association;
 - (c) the name of the representatives as appointed per Clause 4.10 of the Constitution and that members financial status.
- 8.3 The register of members must be kept at the office of the Secretariat of the Association and must be open for inspection, free of charge to any member at any reasonable hour.

9. Fees and Subscriptions

- 9.1 the scale of fees payable annually shall be as determined by Full members at Annual General Meetings.
- 9.2 membership fees shall be payable to the Association at the end of the calendar month immediately following the Annual General Meeting.

10. Members' Liabilities

- 10.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Clause 9.

11. Resolution of Internal Disputes

- 11.1 (a) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be made in writing to the Secretariat outlining all the issues.
- (b) The Secretariat upon receiving notice of a complaint shall convene a meeting of the Executive within 28 days to consider the matter.
- (c) (i) For the matter to proceed the Executive must first secure authority from the complainant to forward the complaint to the accused.
- (ii) If authority is not secured the Executive will advise the complainant that the complaint cannot be pursued.
- (iii) Upon receiving authority in Clause 11.1(c)(i) above the Executive will send (by certified mail with receipt acknowledgement attached) within 14 days the complaint to the accused in an envelope marked Private and Confidential.
- (iv) The member who is the subject of the complaint, shall be asked to respond to the Executive in writing within 14 days.
- (v) From the response the Executive may attempt to resolve the issue by direct written communication with the complainant. If considered appropriate they may conduct personal interviews with the parties.
- (vi) If the complaint is resolved the Executive will inform the parties in writing.
- (vii) If a satisfactory resolution cannot be obtained then the Executive will refer the matter to a community justice centre in mediation in accordance with the Community Justice Centres Act 1983.
- 11.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12. Disciplining of Members

- 12.1 A complaint may be made to the Executive by any person that is a member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of the Constitution or;
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 On receiving such a complaint, the Executive:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submission to the Executive in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 12.3 The Executive may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint it is satisfied that the facts alleged in the complaint have been proved.
- 12.4 If the Executive expels or suspends a member, the Secretariat must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under Clause 13.
- 12.5 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 13.5,
- whichever is the later.

13. Right of Appeal of Disciplined Member

- 13.1 A member may appeal to the Association in any general meeting against a resolution of the Executive under Clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 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.
- 13.3 On receipt of a notice from a member under Clause 13.1 above, the Secretary must notify the Executive which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 13.4 At a general meeting of the Association convened under Clause 13.3 above:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Executive and the appellant must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present have the right to question the Executive and/or the appellant.
 - (d) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5 If at the general meeting the Association passes a resolution in favour of confirmation of the resolution of the Executive, the resolution is then confirmed. This will be advised in writing within seven (7) days of the date of the general meeting.

Section 4: The Executive

14. Powers of the Executive

- 14.1 The Executive of the Association, subject to the Act, the Regulations under the Act, this Constitution and to any resolution passed by the Association in general meeting:
- (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
 - (c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association.

15. Constitution and Membership

- 15.1 Subject to, in the case of the first members of the Executive, Section 21 of the Act, the Executive is to consist of:
- (a) the office-bearers of the Association, and
 - (b) 3 full members of the Association; each of whom is to be elected at the annual general meeting of the Association under Clause 16 for a one year term.
- 15.2 The office-bearers of the Association are to be full members and consist of:
- (a) the president
 - (b) the vice-president
 - (c) the treasurer
- 15.3 Each member of the Executive 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.
- 15.4 In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a full member of the Association 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.

16. Election of Executive Members

- 16.1 Nominations of candidates for election as office-bearers of the Association or as members of the Executive:
- (a) must be made in writing in the form set out in Appendix 3 to this Constitution (as determined from time to time by the Executive) by two full members and signed by the candidate;
 - (b) must be delivered to the Secretariat of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated are taken to be elected and further nominations are to be called for at the annual general meeting.
- 16.3 If insufficient further nominations are received, any vacant position remaining on the Executive are taken to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- 16.6 The secret ballots for the election of office-bearers and ordinary members of the Executive are to be conducted at the annual general meeting.
- 16.7 As soon as practicable after the close of nominations the Secretariat must circulate all full members with the names and details of the candidates nominating for office.

17. Secretariat

- 17.1 There shall be a Secretariat of the Association who shall be appointed at the Annual General Meeting upon such terms and conditions as may be determined by the meeting.
- 17.2 The Secretariat of the Association shall, as soon as practicable after being appointed as Secretariat, lodge notice with the Association of their address and all contact details.
- 17.3 It is the duty of the Secretariat to keep minutes and/or records of:
- (a) all proceedings at Executive, general and all other meetings.
 - (b) all appointments of office bearers and members of the Executive.
 - (c) the names of members of the Executive present at the Executive meeting or a general meeting.

17.4 The Executive may vest in the Secretariat such powers and authorities as it may from time to time determine and the Secretariat so appointed shall exercise all such powers and authorities subject to this Constitution.

17.5 The Association shall have the powers to suspend or remove the Secretariat.

18. Treasurer

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

- (a) that all money due to the Association is collected and receipted and that all payments authorised by the Association are made, and
- (b) that correct books of accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

19. Casual Vacancies

19.1 For the purposes of these rules, a casual vacancy in the office of a member of the Executive occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations law*, or
- (d) resigns office by notice in writing given to the Secretariat, or
- (e) is removed from office under Clause 20, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Executive from all meetings of the Executive held during a continuous period of 6 months

20. Removal of Member

- 20.1 The Association in general meeting may by resolution remove any member of the Executive from office 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.
- 20.2 If a member of the Executive to whom a proposed resolution referred to in Clause 20.1 makes representations in writing to the Secretariat or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretariat or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Meetings and Quorum

- 21.1 The Executive must meet at least 3 times in each period of 12 months at such place and time as the Executive may determine.
- 21.2 Additional meetings of the Executive may be convened by the President or by any member of the Executive.
- 21.3 Oral or written notice of a meeting of the Executive must be given by the Secretary to each member of the Executive at least 7 days before the time appointed for the holding of the meeting (or such other period as may be unanimously agreed on by members of the Executive.)
- 21.4 Notice of a meeting given under Clause 21.3 above must specify the general nature of the business to be transacted at the meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any 4 members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 21.6 No business is to be transacted by the Executive 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.
- 21.7 If at the adjourned meeting a quorum is not present, within half an hour of the time appointed for the meeting, the members present (being at least 3) is to constitute a quorum for that meeting.

- 21.8 At a meeting of the Executive:
- (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, one of the remaining members of the Executive as may be chosen by the members present at the meeting is to preside.

22. Delegation by Executive to Sub-Committee

- 22.1 The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Executive thinks fit) the exercise of such of the functions of the Executive as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Executive by the Act or by any other law.
- 22.2 A function the exercise of which has been delegated to a sub-committee under this Constitution may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 22.4 Despite any delegation under this Constitution, the Executive may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Executive.
- 22.6 The Executive may, by instrument in writing, revoke wholly or in part any delegation under this Constitution.
- 22.7 A sub-committee may meet and adjourn, as it thinks proper.

23. Voting and Decisions

- 23.1 Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive are to be determined by a majority of the votes of members of the Executive or sub-committee present and voting at the meeting.
- 23.2 Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote on any question, the person presiding may exercise a second or casting vote.
- 23.3 Subject to this Constitution the Executive may act despite any vacancy occurring on the Executive.
- 23.4 Any act or thing done or suffered or purporting to have been done or suffered by the Executive or by a sub-committee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or sub-committee.

Section 5: Meetings

24. Annual General Meetings – Holding of

- 24.1 With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 24.2 The Association must hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- 24.3 Clause 24.1 and 24.2 above have effect subject to any extension or permission granted under Section 26 (3) of the Act.

25. Annual General Meetings – Calling of and business at

- 25.1 The annual general meeting of the Association is, subject to the Act and to Clause 24 of this Constitution, to be convened on such date and at such place and time as the Executive thinks fit.
- 25.2 An annual general meeting must be specified as such in the notice convening it.
- 25.3 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 preceding annual general meeting,
 - (b) to receive from the Executive reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and members of the Executive,

- (d) to receive and consider the following statements:
 - (i) the income and expenditure of the Association during its last financial year;
 - (ii) the assets and liabilities of the Association at the end of its last financial year;
 - (iii) any mortgages, charges and other securities of any description affecting any of the property of the Association at the end of its last financial year.

26. Extraordinary General Meeting – Calling of

- 26.1 The Executive may, whenever it thinks fit, convene an extraordinary general meeting of the Association.
- 26.2 The Executive must, on the requisition in writing of a least 5 full members, convene an extraordinary general meeting of the Association.
- 26.3 A requisition of members for an extraordinary 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 Secretariat, and
 - (d) may consist of several documents in a similar form, each signed by one of more of the members making the requisition.
- 26.4 If the Executive fails to convene an extraordinary general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretariat, any one or more of the members who made the requisition may convene an extraordinary general meeting to be held not later than 3 months after that date.
- 26.5 An extraordinary general meeting convened by a member or members as referred to in Clause 26.4 above must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.
- 26.6 Only business notified on the agenda can be dealt with at an extraordinary general meeting.

27. Special Meetings (Members only) – Calling of

- 27.1 Only members entitled under this Constitution to vote are entitled to attend a special meeting and to receive minutes of such meeting.
- 27.2 The Executive may, whenever it thinks fit, convene a special meeting of the Association.
- 27.3 The Executive must, on the requisition in writing of at least 5 full members, convene a special meeting of the Association.
- 27.4 A requisition of members for a special 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 Secretariat, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.5 If the Executive fails to convene a special meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretariat, any one or more of the members who made the requisition may convene a special meeting to be held not later than 3 months after that date.
- 27.6 A special meeting convened by a member or members as referred to in Clause 27.4 above must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.
- 27.7 Only business notified on the agenda can be dealt with at a special meeting.

28. General Meeting

28.1 Calling Of - the Executive will whenever it thinks fit, convene a general meeting with at least three (3) general meetings of the Association to be held in each calendar year.

28.2 Meeting Procedures

- (a) 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.
- (b) Four members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of general meetings, special general meetings, and annual general meetings.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved,
 - and
 - (ii) 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.
- (d) If at the adjourned meeting a quorum is not present within half and hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

28.3 In addition to any other business which may be transacted at a general meeting, the business of a general meeting is to include the following:

- (a) to confirm the minutes of the preceding general and/or extraordinary general meetings, and
- (b) to receive from the Executive reports on the activities of the Association.

29. Notice

- 29.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretariat 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.
- 29.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretariat 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 Clause 28.1 the intention to propose the resolution as a special resolution.
- 29.3 No business other than that specified in the notice convening the general meeting shall be transacted at the meeting except in the case of an annual general meeting, business which may be transacted under Clause 25.3.
- 29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretariat who must include that business in the next notice calling a general meeting, given after receipt of the notice from the member.

30. Presiding Member

- 30.1 The President or, in the President's absence, the Vice-President, is to preside as Chairman at each general meeting of the Association.
- 30.2 If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as Chairman at the meeting.

31. Adjournment

- 31.1 The Chairman 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.
- 31.2 If a general meeting is adjourned for 14 days or more, the Secretariat must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 31.3 Except as provided in Clauses 30.1 and 30.2 above, 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

- 32.1 A question arising at a general meeting of the Association is to be determined on a show of hands, unless a poll is demanded. A declaration by the Chairman that a resolution has, on a show of hands, been carried or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 32.2 At a general meeting of the Association, a poll may be demanded by the Chairman or by at least 4 members present in person or by proxy at the meeting.
- 32.3 If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the Chairman directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- 32.4 If a poll is demanded the number of votes available to a member shall be determined in accordance with Clause 33 of this Constitution.
- 32.5 As soon as practicable following a declaration of a poll all ballot papers will be destroyed.

33. Special Resolution

- 33.1 A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three quarters of such members of the Association as, being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or
 - (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in Clause 32.1(a) if the resolution is passed in a manner specified by the Director-General.

34. Voting

- 34.1 On any question arising at a general meeting or annual general meeting of the Association the voting in the first place shall be by a show of hands with full members having the right to one vote each.
- 34.2 In the event of at least four (4) full members present demanding a poll then the voting shall be recorded on the following basis:
- (a) Full Members
- | | | | |
|-------------------|-------------|--------------------------------|---------|
| <u>Category A</u> | 1 – 150 | – Cremations/Burials per annum | 1 vote |
| <u>Category B</u> | 151 – 500 | – Cremations/Burials per annum | 2 votes |
| <u>Category C</u> | 501 – 1000 | – Cremations/Burials per annum | 3 votes |
| <u>Category D</u> | 1001 – 2000 | – Cremations/Burials per annum | 4 votes |
| <u>Category E</u> | 2001 plus | – Cremations/Burials per annum | 5 votes |
- (b) Affiliate, Life & Honorary & Associate members: No Voting Rights
- 34.3 All votes must be given personally or by proxy.
- 34.4 In the case of an equality of votes on a question at a general meeting, the Chairman of the meeting is entitled to exercise a second single casting vote.
- 34.5 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.
- 34.6 Only full members can vote to alter the objects under Clause 38 of this Constitution.

35. Appointment of Proxies

- 35.1 Each full member is entitled to appoint another full member as proxy by notice given to the Secretariat no later than 24 hours before the time of the meeting in respect of which the proxy is to be appointed or such other time as the Executive determines.
- 35.2 The notice appointing the proxy is to be in the form set out in Appendix 2 of this Constitution.

Section 6: Miscellaneous

36. Minutes of Meetings

36.1 Minutes of meetings will be provided to full members only.

37 Insurance

37.1 The Association must effect and maintain insurance under Section 44 of the Act.

37.2 In addition to the insurance required under Clause 35.1, the Association may effect and maintain other insurance.

38. Funds – Source

38.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, such other sources as the Executive may determine

38.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

39. Funds – Management

39.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive determines or as otherwise directed by members in general, or special general.

39.2 All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive or other persons authorised to do so by the Executive.

40. Alteration of Objects

40.1 The statement of objects and this Constitution may be altered, rescinded or added to only by a special resolution of the full members of the Association.

41. Accounts and Inspection of Books

- 41.1 The financial year of the Association shall conclude on the 31 December, each year or upon such other day of such other month as is determined by the Association in general meeting.
- 41.2 Proper books of account are to be kept with respect to:
- (a) All sums of monies received and expended by the Association in the manner in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Association.
 - (c) The assets and liabilities of the Association.
- 41.3 The records, books of account and other documents of the Association shall be kept at the office of the Secretariat or such other place or places as the Executive thinks fit and shall be open to inspection, free of charge, by any member of the Association at any reasonable hour.
- 41.4 A properly qualified auditor shall be appointed at an Annual General Meeting and their duties regulated in accordance with Australian Auditing Standards.
- 41.5 The President shall cause to be prepared and to be made before the Annual General Meeting an audited Income and Expenditure Account and Balance Sheet of the Association made up to 31st December of each year.

42. Common Seal

- 42.1 The common seal of the Association must be kept in the custody of the Secretariat.
- 42.2 The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures of 2 members of the Executive.

43. Service of Notices

- 43.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any person.
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 43.2 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 which it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine form which the transmission was sent produces a report indicating that the notice was sent on a later date, on the date.

Section 7: Appendices

APPENDIX 1

MEMBERSHIP APPLICATION (Clause 4.1(a))

We hereby apply for membership of the Cemeteries and Crematoria Association of New South Wales. We have read the Constitution of the Association and now enclose our cheque for the first year's annual subscription and submit the following information in support of this application:

1: Business Name:

2: Address:

..... State: Postcode:

3: Telephone: Mobile:

4: Fax: Email:

5: Postal Address:

.....

6: Name of Representative:

7: Position:

8: Please include detail of all cemeteries/crematoria covered by your organisation:

A. Name:

Address:

..... State: Postcode:

Telephone: Fax:

Email:

B. Name:

Address:

..... State: Postcode:

Telephone: Fax:

Email:

If there are more than two cemeteries/crematoria please attach a separate sheet

9: Number of burials and/or cremations performed during the last 12 months (calendar year) (if applicable). **All** cemeteries/crematoria covered by your organisation must be included in this figure: 2001

10: Payment of annual subscription:
Cheque enclosed for (please see attached fee schedule): \$.....

11: Two Business Referees:

A. Name:

Occupation:

Address:

..... State: Postcode:

Telephone: Fax:

Email:

B. Name:

Occupation:

Address:

..... State: Postcode:

Telephone: Fax:

Email:

12: If elected, we agree to abide by the provisions of the Constitution and to be bound thereby and to give the Association our full support. We agree to pay the subscription and other amounts which may become due from time to time.

.....
Signature of nominated representative Date

.....
Business Name

**This document will become a TAX INVOICE for GST purposes when you make a payment.
(GST Ruling GSTR 2000/17)**

NOMINATION

Both the Proposer and Seconder must:

- 1: Be fully financial (i.e. complete financial year subscription paid) and be the Nominated Representative of a full member firm for the year or years in which the application is submitted and considered.
- 2: Have been a Full Member of the CCA NSW for at least 12 months.

PROPOSER:

Nominated Representative:

Business Name:

Address:

..... State: Postcode:

Telephone: Mobile:

Fax: Email:

SECONDER:

Nominated Representative:

Business Name:

Address:

..... State: Postcode:

Telephone: Mobile:

Fax: Email:

APPENDIX 2

**Cemeteries & Crematoria Association of New South Wales
(Clause 34)**

FORM OF APPOINTMENT OF PROXY

I, _____
(full name)

being a nominated representative of _____

hereby appoint _____ of _____
(full name of proxy) (Business Name)

being a full member of the Cemeteries & Crematoria Association of New South Wales, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting, or special general meeting, as the case may be) to be held on the

_____ day of _____
(month and year)

and at any adjournment of that meeting.

- my proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

.....
Signature of members nominated representative appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a full member of the Association

APPENDIX 3

**Cemeteries & Crematoria Association of New South Wales
(Clause 16.1(a))**

ANNUAL GENERAL MEETING

.....

NOMINATION FORM

We the undersigned nominated representatives of full Members of the Association hereby nominate:

_____ Signature of Nominee _____
(full name)

for the position of:

At the Annual General Meeting to be held on _____

Proposer Seconder:

Firm: Firm:

Signed: Signed:

Date: Date:

The following background information on the nominee is provided for members' information. For identification purposes, please attach a small photograph of the nominee, if possible.