

# Constitution

This Constitution is the constitution of the Council of Australasian University Leaders in Learning and Teaching (CAULLT) Inc formerly called Council of Australian Directors of Academic Development (CADAD) Inc.

## 1 Definitions

1 In this constitution:

1.1 Ordinary committee member means a member of the committee who is not an office-bearer of the association.

1.2 Secretary means:

1.2.1 The person holding office under this constitution as secretary of the association, or

1.2.2 If no person holds that office - the public officer of the association.

1.3 Special General Meeting means a general meeting of the association other than an annual general meeting.

1.4 The Act means the *NSW Associations Incorporation Act 2009*.

1.5 The Regulation means the *NSW Associations Incorporation Regulation 2016*.

1.6 In this constitution:

1.6.1 A reference to a function includes a reference to a power, authority and duty, and

1.6.2 A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.7 The provisions of the *NSW 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.

## 2 Mission

The mission of CAULLT is to promote and advance research, policy and practice as it relates to the leadership, management and development of higher education learning and teaching.

## 3 Objectives

CAULLT aims to realise its mission by:

3.1 Undertaking an advocacy role for evidence-based processes and initiatives to advance learning and teaching in higher education,

3.2 Providing leadership for the investigation, development and evaluation of international, national and institutional approaches to advancing learning and teaching in higher education,

3.3 Encouraging and fostering communication and collaboration with key bodies in the advancement of learning and teaching in higher education,

3.4 Fostering collaboration among those who lead learning and teaching within universities, including those who carry formal responsibility for academic development, to disseminate and share knowledge and expertise in relation to their practices for advancing learning and teaching in universities, and to establish and monitor benchmarks for performance,

3.5 Creating and supporting professional learning career development and networking opportunities for Australasia's community of learning and teaching leaders.

#### **4 Membership**

4.1 Full membership shall be open to Australasian universities at the discretion of the executive committee.

4.2 Membership is contingent on payment of the annual membership fee which will be determined by the association under this constitution.

4.3 Membership will lapse if fees are three months in arrears.

4.4 Membership entitlements not transferable. A right, privilege or obligation, which an institution has by reason of being a member of the association:

4.4.1 Is not capable of being transferred or transmitted to another institution, and

4.4.2 Terminates on cessation of the institution's membership.

#### **5 Representation**

5.1 Each Member university shall be represented by a principal nominee (hereafter referred to as the "institutional nominee"), chosen by the member institution.

5.2 Nominees of Member universities will usually hold responsibility for the strategic and operational leadership, management and administration of learning and teaching in Australasian universities. Typically, this would be the DVC Academic or Education, PVC Learning and Teaching, Deans or Directors of Learning and Teaching.

5.3 Each Member shall be invited to nominate up to two alternate nominees to access CAULLT's activities.

#### **6 Affiliates**

6.1 Affiliate status will be available to other educational organisations which are interested in the advancement of learning and teaching in higher education, including international organisations, at the discretion of the executive committee.

6.2 Affiliates shall be invited to nominate a suitable representative (the institutional nominee) and an alternate nominee.

6.3 Affiliates shall have no voting rights.

6.4 Affiliates shall be charged half the full membership fee for affiliate status.

6.4.1 For 50 per cent of the annual membership fee, the affiliate member's nominees will be entitled to all CAULLT communications and access to resources. The cost of attendance at CAULLT meetings and conferences is not included in this membership, but a nominee may attend any of the meetings by paying a predetermined fee.

#### **7 Voting Rights**

7.1 Voting rights shall be vested in Members who have paid the current membership fee and all required levies. Each Member satisfying these conditions shall have one vote.

7.2 A Member's voting rights may be exercised by their institutional nominee or an alternate.

## **8 Resignation of membership**

8.1 A member of CAULLT may resign from membership by first giving to the secretary written notice of at least one month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

8.2 If a member of the association 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.

## **9 Register of members**

9.1 The secretary or administrative officer must establish and maintain a register of members (whether in written or electronic form) specifying the name and postal, residential or email address of each nominee of each member together with the date on which the institution became a member.

9.2 The register of members must be kept in New South Wales:

9.2.1 At the main premises of the association, or

9.2.2 If the association has no premises, at the association's official address.

9.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

9.4 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 information must not be made available for inspection.

9.5 A member's nominee must not use information about a person obtained from the register to contact or send material to the person, other than for:

9.5.1 The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or

9.5.2 Any other purpose necessary to comply with a requirement of the Act or the Regulations.

9.6 If the register of members is kept in electronic form:

9.6.1 It must be convertible into hard copy, and

9.6.2 The requirements in subclauses 2 and 3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **10 Resolution of disputes**

10.1 A dispute between a member and another member (in their capacity as members through their nominees) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the NSW *Community Justice Centres Act 1983*.

10.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.

10.3 The NSW *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11 Disciplining of members**

11.1 A complaint may be made to the committee by any person that a member or a nominee of a member of the association:

11.1.1 Has refused or neglected to comply with a provision or provisions of this constitution, or

11.1.2 Has willfully acted in a manner prejudicial to the interests of the association.

11.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.3 If the committee decides to deal with the complaint, the committee:

11.3.1 Must cause notice of the complaint to be served on the member or nominee concerned, and

11.3.2 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

11.3.3 Must take into consideration any submissions made by the member or nominee in connection with the complaint.

11.4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

11.5 If the committee expels or 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.

11.6 The expulsion or suspension does not take effect:

11.6.1 Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

11.6.2 If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is later.

## **12 Right of appeal of disciplined member**

12.1 A nominee of a member may appeal to the association in a 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.

12.2 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.

12.3 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 association to be held within 28 days after the date on which the secretary received the notice or at the next business meeting of the association.

12.4 At a general meeting of the association convened under subclause 3:

12.4.1 No business other than the question of the appeal is to be transacted, and

12.4.2 The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

12.4.3 The nominees of the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

12.5 The appeal is to be determined by a simple majority of votes cast by members of the association.

### **13 The committee**

#### **13 Powers of the committee**

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

13.1.1 Is to control and manage the affairs of the association, and

13.1.2 May exercise all the functions that 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

13.1.3 Has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14 Composition and membership of committee**

14.1 The committee will comprise:

14.1.1 The office-bearers of the association, and

14.1.2 At least two ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.

14.2 The total number of committee members is to be six.

14.3 The office-bearers of the association are as follows:

14.3.1 The president,

14.3.2 The vice-president,

14.3.3 The treasurer,

14.3.4 The secretary.

14.4 A committee member may hold up to two offices (other than both the offices of president and vice-president).

14.5 Each Officer and Member shall be elected for a two-year term.

14.6 No officer or member shall serve more than two consecutive terms in the same position.

14.7 Terms of office shall be arranged so that not all of the Executive positions fall vacant in the same year.

14.8 Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election.

15.1 Executive committee members shall be elected from the institutional nominees and alternate nominees of Members.

15.1.1 The principal nominee and an alternate from one institution may not serve on the Executive Committee at the same time.

15.2 If, during his/her term of office, a committee member no longer satisfies the conditions for holding office, the position shall be declared vacant and the casual vacancy filled until the next annual general meeting using the procedures specified in clause 18.

15.3 If a committee member resigns or is deemed by the Executive to be unable to continue to hold office during his/her term, that committee member shall be replaced for the remainder of the term using the procedures outlined in clause 18. A decision by the

Executive Committee in relation to an inability to serve on the Executive must be minuted and members notified within 10 working days.

## **16 Election of committee members**

16 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

16.1.1 Must be made in writing, signed by two nominees of members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

16.1.2 Must be delivered to the secretary of the association at least 14 days before the date fixed for holding 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 committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the committee 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 ballot is to be held.

16.6 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 any usual and proper manner that the committee directs.

16.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a principal or an alternate nominee of a member of the association.

## **17 Portfolio responsibilities**

17.1 The President is responsible for providing effective leadership for the affairs of CAULLT, for chairing all Executive and Member meetings, for representing CAULLT to external stakeholders and the wider community, and for developing and maintaining effective communication channels between the Executive, members and external stakeholders.

17.2 The Vice President deputises for the President during the latter's absences in all matters requiring CAULLT comment/decisions, after consultation with other members of the Executive. S/he takes specific portfolio responsibility for promoting CAULLT, including through liaison with the Secretary regarding communication strategies.

17.3 It is the duty of the Treasurer to ensure:

17.3.1 That all money due to the association is collected and received and that all payments authorised by the association are made, and

17.3.2 That correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association. The Treasurer is to organise an annual audit of the accounts.

17.4 The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

17.4.1 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:

17.4.2 All appointments of office-bearers and members of the committee, and

17.4.3 The names of members of the committee present at a committee meeting or a general meeting, and

17.4.4 All proceedings at committee meetings and general meetings.

17.4.5 Minutes of proceedings at a meeting must be approved by the meeting at the next succeeding meeting.

17.5 Other Elected Members shall be responsible for assisting the President, Vice President, Treasurer and Secretary, contributing to the activities of the Executive and otherwise furthering the interests of CAULLT in ways agreed from time to time by the Executive Committee. One elected member shall be responsible for the maintenance and further development of the CAULLT website.

### **17.6 Committee Meetings**

17.6.1 The executive committee shall meet at least three times in each period of 12 months at a place and time that it determines.

17.6.2 Additional meetings may be called by the president or any committee member.

17.7 Any three members of the committee constitute a quorum for transacting business of the meeting. No business is to be transacted unless a quorum is present, but the meeting may be adjourned to a date and time to be determined by those members of the committee present.

### **17.8 Voting and decisions**

17.8.1 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.

17.8.2 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.

17.8.3 Subject to clause 17.7, the committee may act despite any vacancy on the committee.

17.8.4 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.

## **18 Casual vacancies**

18.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a nominee of a member of the association to fill the vacancy and the nominee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

18.2 A casual vacancy in the office of a member of the committee occurs if the member:

18.2.1 Dies, or

18.2.2 Ceases to be the nominee of a member of the association, or

18.2.3 Is or the member becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

18.2.4 Resigns office by notice in writing given to the secretary, or

- 18.2.5 Is removed from office, or
- 18.2.6 Becomes a mentally incapacitated person, or
- 18.2.7 Is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- 18.2.8 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
- 18.2.9 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.

## **19 General meetings**

Annual general meetings - holding of:

- 19.1 The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 19.2 The association must hold its annual general meetings:
  - 19.2.1 Within 6 months after the close of the association's financial year, or
  - 19.2.2 Within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
  - 19.2.3 There shall be at least one additional business meeting a year.

### **Annual general meetings - calling of and business at:**

- 19.3.1 The annual general meeting of the association is, subject to the Act and to clause 19.1 and 19.2, to be convened on the date and at the place and time that the committee thinks fit.
- 19.3.2 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:
  - 19.3.2.1 To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - 19.3.2.2 To receive from the committee reports on the activities of the association during the last preceding financial year,
  - 19.3.2.3 To elect office-bearers of the association and ordinary committee members,
  - 19.3.2.4 To receive and consider any financial statement or report required to be submitted to members under the Act.
- 19.4 An annual general meeting must be specified as that type of meeting in the notice convening it.

### **Special general meetings - calling of:**

- 20.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 20.2 The committee must, on the requisition of at least 5 per cent of the total number of full members, convene a special general meeting of the association.
- 20.3 A requisition of members for a special general meeting:
  - 20.3.1 Must be in writing, and
  - 20.3.2 Must state the purpose or purposes of the meeting, and
  - 20.3.3 Must be signed by the nominees of the members making the requisition, and
  - 20.3.4 Must be lodged with the secretary, and
  - 20.3.5 May consist of several documents in a similar form, each signed by one or more of the nominees making the requisition.

20.4 If the committee fails to convene a special general meeting to be held within 1 month after the 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.

20.5 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.

20.6 For the purposes of subclause 3:

20.6.1 A requisition may be in electronic form, and

20.6.2 A signature may be transmitted, and a requisition may be lodged, by electronic means.

### **Notice**

21.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the 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.

21.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 1, the intention to propose the resolution as a special resolution.

21.3 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 19.3.2.

21.4 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.

### **Quorum for general meetings**

22.1 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.

22.2 The quorum for the AGM and Special Meetings of CAULLT shall be twenty-five (25) per cent of financial full Members.

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

22.3.1 If convened on the requisition of members—is to be dissolved, and

22.3.2 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.

22.4 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.

22.5 The President may invite any person including affiliates to attend any CAULLT meeting under such conditions and circumstances as determined by the Committee.

22.6 The Executive Committee shall meet (electronically or face to face) at least twice per year to review and plan the affairs and activities of CAULLT.

### **23 Presiding member**

23.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

23.2 If the president and the vice-president are absent or unwilling to act, the nominees of members present must elect one of their number to preside as chairperson at the meeting.

### **24 Adjournment**

24.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of nominees 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.

24.2 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 association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

24.3 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.

### **25 Making of decisions**

25.1 A question arising at a general meeting of the association is to be determined by:

25.1.1 A simple majority on a show of hands or, if the meeting is one to which clause 30 applies, any appropriate corresponding method that the committee may determine, or

25.1.2 If on the motion of the chairperson or if 5 or more nominees of members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

25.2 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 association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

25.3 Subclause 2 applies to a method determined by the committee under subclause 1.1 in the same way as it applies to a show of hands.

25.4 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.

### **26 Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## **27 Voting**

27.1 On any question arising at a general meeting of the association a member has one vote only.

27.2 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.

27.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

## **28 Proxy votes not permitted**

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

## **29 Postal or electronic ballots**

29.1 The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).

29.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **30 Use of technology at general meetings**

30.1 A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.

30.2 A nominee of a member of the association who participates in a general meeting using that technology is taken to be present at the meeting and, if the nominee votes at the meeting, is taken to have voted in person.

## **31 Working Parties**

31.1 CAULLT or the Executive Committee may appoint Working Parties of one or more CAULLT or coopted individuals to address specific issues.

31.2 CAULLT or the Executive Committee may nominate one or more institutional nominees or alternates to represent CAULLT on joint Working Parties with, or at meetings with, other bodies.

## **32 Funds**

### **Association is non-profit**

32.1 Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members. (Note: Section 5 of the Act defines pecuniary gain for the purpose of this clause.)

33 The association may effect and maintain insurance.

## **34 Funds - source**

34.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

34.2 CAULLT charges a membership fee to support its activities. The amount of the membership fee will be set each year by vote at the Annual General Meeting (AGM). Membership fees will fall due on 1 January each year.

34.3 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

34.4 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **35 Funds - management**

35.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

35.2 All expenditures shall be approved by the Executive Committee in accord with budgets and other approvals given by CAULLT from time to time.

35.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

35.4 Signatories on CAULLT accounts shall consist of at least two members of the CAULLT Executive Committee or other members or employees of CAULLT as may be determined by the Executive Committee.

35.5 Electronic banking payments by an authorised signatory must be approved beforehand by the committee and recorded in the minutes.

35.6 An audited statement of accounts shall be prepared annually for the year ending 31 December and presented for approval at the Annual General Meeting in the succeeding year.

### **36 Amending the Constitution**

36.1 This Constitution may be amended by a 75 per cent majority of Members with voting rights represented in person at a meeting, provided that notice of the proposed amendment has been given in accordance with the provisions for a special general meeting (clause 21).

### **37 Winding Up**

37.1 A motion to wind up CAULLT shall be considered only at a special general meeting, called for the purpose with at least thirty (30) days written notice, and must be approved by not less than 75 per cent of nominees of members with voting rights.

37.2 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 4.

### **38 Distribution of property on winding up of association**

38.1 Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

38.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

### **39 Change of name, objects and constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **40 Service of notices**

40.1 For the purpose of this constitution, a notice may be served on or given to a person:

40.1.1 By delivering it to the person personally, or

40.1.2 By sending it by pre-paid post to the address of the person, or

40.1.3 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.

40.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

40.2.1 In the case of a notice given or served personally, on the date on which it is received by the addressee, and

40.2.2 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

40.2.3 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 from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **47 Financial year**

The financial year of the association is:

47.1 The calendar year ending 31 December,

47.2 Each period of 12 months after the expiration of the previous financial year of the association commencing on 1 January and ending on the following 31 December.