

# *Men's Shed - Hunter Cluster Incorporated*

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## *-CONSTITUTION-*

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**INC9888975**

**ABN 91 914 085 536**

**Revised August 2015**

Incorporated under the Association Incorporation Act. 2009

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# Part 1 Preliminary

## 1. Objects

### The MSHC Inc shall:

- (a) Operate in accordance with this Constitution and as amended from time to time.
- (b) Promote the Health of members of Member Sheds by providing ongoing information, education and awareness in all aspects of men's health where and when at all possible.
- (c) Assist Member Sheds in any aspect of their operations where and when requested or as needed if possible.

Note: Each Member Shed, while part of MSHC, will operate as an independent entity with activities and objects pertinent to each location.

## 2. Goals

Member Sheds have their own objects but will be supported by the MSHC as follows:

- (a) MSHC will provide support to Member Sheds by providing a mechanism/network to gather and discuss responsibilities, activities and support and offer suggestions how other sheds have improved their system and facilities.
- (b) Share training systems and investigate opportunities to provide continuous improvement for the Men's Shed movement.

## 3. Definitions

### (a) In these rules:

- i. **Commissioner** means the Commissioner of the Office of NSW Fair Trading.
- ii. **Committee Member** means a member of the Committee who is not an office-bearer of MSHC, as referred to in Clause 16 (b) of this Constitution.
- iii. **MSHC** means the Association of Men's Sheds-Hunter Cluster Incorporation.
- iv. **Member Shed** means a shed which has been duly incorporated and provides a meeting place for men to pursue hobbies and other activities of a beneficial and social nature.
- v. **A designated member** means a person who is a designated representative of a Member Shed.
- vi. **A member** means a person who is a representative of a Member Shed.
- vii. **President** means the person holding office under this Constitution as *President* of the MSHC,
- viii. **Vice President** means the person holding office under this constitution as *Vice President* of the MSHC,
- ix. **Treasurer** means the person holding office under this Constitution as *Treasurer*, of the MSHC,
- x. **Secretary** means the person holding office under this Constitution as *Secretary* of the MHSC,
- xi. **Special General Meeting** means a General Meeting of the MSHC other than an Annual General Meeting.

- xii. General Meeting shall be held by MSHC on the third Wednesday of each month other than January each year or a such as decided by the committee.
  - xiii. *the Act* means the Associations Incorporation Act 2009.
  - xiv. *the Regulation* means the Associations Incorporation Regulation 2010.
  - xv. *the Public Officer* means the official point of contact for an Incorporated Association and one of the authorised signatories.
- (b) In this Constitution:
- i. a reference to a function includes a reference to a power, authority and duty, and
  - ii. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) 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 was an instrument made under the Act.

## Part 2 Membership

### 4. Membership qualifications

Membership is restricted to Sheds and not an individual, Sheds are qualified to be a Member Shed of the MSHC if, but only if:

- (a) the Shed has been nominated for membership of the MSHC as provided by Clause 5 of this Constitution, and
- (b) the Shed has been approved for membership of the MSHC by the Committee of the MSHC.
- (c) each Member Shed can nominate up to two persons as representatives to MSHC

### 5. Nomination for membership

- (a) A nomination of a *Shed* for membership of the MSHC:
  - i. must be made by a Member Shed of the MSHC in writing in the form set out in Appendix 1 to this Constitution, and
  - ii. must be lodged with the Secretary of the MSHC.
- (b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the Committee makes that determination, the Secretary must:
  - i. notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
  - ii. if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a Member Shed as entrance fee and/or annual subscription.
- (d) the Secretary must, on payment by the nominee of the amounts referred to in Clause (5) (c) (ii) of this Constitution, within the period referred to in that provision, enter the nominee's name in the register of Members Shed and, on the name being so entered, the nominee becomes a Member Shed of the MSHC.

### 6. Cessation of membership

A Member Shed ceases to be a Member Shed of the MSHC:

- (a) If it resigns membership, or

- (b) is expelled from the MSHC, or
- (c) is not financial under Clause 10 (b) of this Constitution.

## **7. Membership entitlements not transferable**

A right, privilege or obligation which a *Member Shed* has by reason of being a member of the MSHC:

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

## **8. Resignation of membership**

- (a) A Member Shed of the MSHC is not entitled to resign that membership except in accordance with this Constitution.
- (b) A Member Shed of the MSHC who has paid all amounts payable to the MSHC in respect of the Member Shed's membership may resign from membership of the MSHC by first giving to the Secretary one month written notice of the Member Shed's intention to resign and, and on the expiration of the period of notice, the Member Shed ceases to be a member of MSHC.
- (c) If a Member Shed ceases to be a member under clause (8) (b), the Secretary must make an appropriate entry in the register of Member Sheds recording the date on which the Member Shed ceased to be a member.

## **9. Register of Member Sheds**

- (a) The Public Officer of the MSHC must establish and maintain a register of Member Sheds specifying the name and address of each Member Shed together with the date on which the Member Shed became a member.
- (b) The register of Member Sheds must be kept at the principal place of administration of the MSHC and must be open for inspection, free of charge, by any Member Shed of the MSHC at any reasonable hour subject to.
  - i. Any such request being supported by a written request setting out the reason for the request and the Public Officer being satisfied that such request will not result in any breach of privacy.

## **10. Fees and subscriptions**

- (a) A Member Shed of the MSHC must, on admission to membership, pay to the MSHC a fee of \$1 or, if some other amount is determined by the Committee, that other amount.
- (b) In addition to any amount payable by the Member Shed under Clause 10 (a) of this Constitution, a Member Shed of the MSHC must pay to the MSHC an annual membership fee of \$50 or, if some other amount is determined by the Committee, that other amount:
  - i. The Annual membership fee shall fall due on the 1<sup>st</sup> July each year and must be paid before the Annual General Meeting to remain a Member Shed of the MSHC.
  - ii. To facilitate the changeover to the financial year, Member Sheds who has paid their 2014 membership on or before the 30<sup>th</sup> June 2015 will remain financial until 30<sup>th</sup> June 2016.

## **11. Member Sheds liabilities**

The liability of a Member Shed to contribute towards the payment of the debts and liabilities of the MSHC or the costs, charges and expenses of the winding up of the MSHC is limited to the amount, if any, unpaid by the Member Shed in respect of membership of the MSHC as required by Clause 10 of this Constitution.

## **12. Resolution of internal disputes**

- (a) Disputes between Member Sheds and the MSHC, are to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (b) 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.

## **13. Disciplining of Member Sheds**

- (a) A complaint may be made to the Committee by any Member Shed regarding a Member Shed which:
  - i. has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
  - ii. has persistently and wilfully acted in a manner prejudicial to the interests of the MSHC.
- (b) On receiving such a complaint, the Committee:
  - i. must cause notice of the complaint to be served on the Member Shed concerned; and
  - ii. must give the Member Shed 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
  - iii. must take into consideration any submissions made by the Member Shed in connection with the complaint.
- (c) The Committee may, by resolution, expel the Member Shed from MSHC or suspend the Member Shed from membership of the MSHC 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.
- (d) If the Committee expels or suspends a Member Shed, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member Shed of the action taken, of the reasons given by the Committee for having taken that action and of the Member Shed's right of appeal under Clause 14 of this Constitution.
- (e) The expulsion or suspension does not take effect:
  - i. until the expiration of the period within which the Member Shed is entitled to appeal against the resolution concerned, or
  - ii. if within that period the Member Shed exercises the right of appeal, unless and until the MSHC confirms the resolution under Clause 14 (e) of this Constitution, whichever is the latter.

## **14. Right of appeal of disciplined Member Sheds**

- (a) A Member Shed may appeal to the MSHC in General Meeting against a resolution of the Committee under Clause 13 (d) of this Constitution, within 7 days after notice of the resolution is served on the Member Shed, by lodging with the Secretary a notice to that effect.
- (b) The notice shall be accompanied by a statement of the grounds on which the Member Shed intends to rely for the purposes of the appeal.

- (c) On receipt of a notice from a Member Shed under Clause 14 (a) of this Constitution, the Secretary must notify the Committee which shall convene a General Meeting of the MSHC to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting of the MSHC convened under Clause 14 (c) of this Constitution:
  - i. no business other than the question of the appeal is to be transacted, and
  - ii. the Committee and the Member Shed must be given the opportunity to state their respective cases orally or in writing, or both, and
  - iii. the Member Sheds present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the General Meeting the MSHC passes a resolution in favour of the confirmation of the expulsion or suspension, the resolution is confirmed.

## **Part 3 The Committee**

### **15. Powers of the Committee**

The Committee is to be called the Committee of management of the MSHC and, subject to the Act, the Regulation and this Constitution and to any resolution passed by MSHC in General Meeting, the Committee:

- (a) is to control and manage the affairs of MSHC, and
- (b) may exercise all such functions as may be exercised by MSHC, other than those functions that are required by these rules to be exercised by a General Meeting of members of the MSHC, 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 MSHC.

### **16. Constitution and membership of the Committee**

- (a) Subject in the case of the first members of the Committee to Section 21 of the Act, the Committee is to consist of:
  - i. the office-bearers of MSHC, and
  - ii. Up to 3 *Committee* Members representing Member Sheds, each of whom is to be elected at the Annual General Meeting of the MSHC under Clause 17 of this Constitution.
- (b) The office-bearers of the MSHC are to be:
  - i. the President
  - ii. the Vice-President
  - iii. the Secretary, and
  - iv. the Treasurer
- (c) 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.
- (d) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a representative of a Member Shed of MSHC 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.



## **17. Election of Office Bearers**

- (a) Nominations of candidates for election as office-bearers of MSHC or as Committee members:
  - i. must be made in writing, signed by 2 Member Sheds of the MSHC and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - ii. must be delivered to the Secretary of MSHC at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and 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.

## **18. President, Vice President or Chairperson**

- (a) The President shall preside at all of the meetings of the MSHC and in his absence, the Vice President shall preside. If the President and Vice President are absent or unwilling to preside, the meeting shall elect its own Chairperson.
- (b) The person acting as Chairperson of any meeting of the MSHC or any Committee meeting shall have a casting vote as well as a deliberate vote.
- (c) Shall act in the best interest of the MSHC.

## **19. Secretary**

- (a) the Secretary of MSHC must, as soon as practicable after being appointed as Secretary, lodge notice with the MSHC of his address.
- (b) It is the duty of the Secretary to keep minutes of:
  - i. all appointments of office-bearers and members of the Committee,
  - ii. the names of members of the Committee present at a Committee meeting or a General Meeting, and
  - iii. all proceedings at Committee meetings and General Meetings.
- (c) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **20. Treasurer**

It is the duty of the Treasurer of MSHC to ensure:

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

## **21. Casual vacancies**

For the purposes of this Constitution, 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 a Member Shed, 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) is removed from office under Clause 22 of this Constitution, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months, or
- (h) there is no nomination received and no representative of a Member Shed is elected at the Annual General Meeting.

## **22. Removal of member of Committee**

- (a) The MSHC in General Meeting may by resolution remove any member of the Committee 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.
- (b) If a member of the Committee to whom a proposed resolution referred to in Clause 22 (a) of this Constitution relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the Member Shed of MSHC, the Secretary or the President may send a copy of the representations to each Member Shed of the MSHC or, if the representations are not so sent, the Member Shed is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23. Meetings and quorum**

- (a) The Committee must meet at least 4 times in addition to the AGM in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (c) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 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.
- (d) Notice of a meeting given under Clause 23 (a) 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.
- (e) Any 4 members of the Committee, 2 of whom must be office bearers constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) 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.

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

## **24. Delegation by Committee to Sub-Committee**

- (a) The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of such member or members of MSHC as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - i. this power of delegation, and
  - ii. a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) 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.
- (c) 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.
- (d) Despite any delegation under this Constitution, the Committee may continue to exercise any function delegated.
- (e) 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 Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (g) A Sub-Committee may meet and adjourn, as it thinks proper.

## **25. Voting and decisions**

- (a) 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.
- (b) 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.
- (c) Should a urgent decision be required on a specific matter outside of a normal Committee Meetings, an electronic vote, or Email, can be taken by the Committee only after a formal motion has been forwarded by email to each member of the Committee.
- (d) The Committee may act despite any vacancy on the Committee.
- (e) 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 4 General Meeting

### 26. Annual General Meetings – holding of

- (a) With the exception of the first Annual General Meeting of MSHC, the MSHC must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of MSHC, convene an Annual General Meeting of its Member Sheds.
- (b) Clause 26 (a) and (b) of this Constitution have effect subject to any extension or permission granted by the Commissioner under Section 26 (3) of the Act.

### 27. Annual General Meetings – calling of and business at

- (a) The Annual General Meeting of MSHC is, subject to the Act and to Clause 26, to be convened on such date and at such place and time as the Committee thinks fit.
- (b) 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:
  - i. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
  - ii. to receive from the Committee reports on the activities of MSHC during the last preceding financial year,
  - iii. to elect office-bearers of MSHC and *Committee* Members,
  - iv. to receive and consider the financial statement and reports which are required to be submitted to Member Sheds under Section 26 (6) of the Act.
- (c) An Annual General Meeting must be specified as such in the notice convening it.

### 28. Special General Meetings – calling of

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of MSHC.
- (b) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Member Sheds, convene a Special General Meeting of the MSHC.
- (c) A requisition of Member Sheds for a Special General Meeting:
  - i. must state the purpose or purposes of the meeting, and
  - ii. must be signed by the Member Sheds making the requisition, and
  - iii. must be lodged with the Secretary, and
  - iv. may consist of several documents in a similar form, each signed by one or more of the Member Sheds making the requisition.
- (d) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Member Sheds for the meeting is lodged with the Secretary, any one or more of the Member Sheds who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a Member Shed or Member Sheds as referred to in Sub-Clause (d) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member Shed who consequently incurs expenses is entitled to be reimbursed by MSHC for any expense so incurred.

## **29. Notice**

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of MSHC, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each Member Shed specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of MSHC, 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 Shed specifying, in addition to the matter required under Clause 28 of this Constitution, the intention to propose the resolution as a Special Resolution.
- (c) 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 27 (b) of this Constitution.
- (d) A Member Shed 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 Shed.

## **30. Procedure at General Meeting and Special General Meeting**

- (a) No item of business is to be transacted at a General Meeting unless a quorum of Member Sheds entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Five (5) Member Sheds present (being Member Sheds entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (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 Member Sheds, 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 Member Sheds 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 an hour after the time appointed for the commencement of the meeting, the Member Sheds present (being at least 3) is to constitute a quorum.

## **31. Presiding member**

- (a) The President or, in the president's absence, the Vice-President, is to preside as Chairperson at each General Meeting of MSHC.
- (b) If the President and the Vice-President are absent or unwilling to act, the Member Sheds present must elect one of their numbers to preside as Chairperson at the meeting.

## **32. Adjournment**

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Member Sheds 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.

- (b) 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 Shed stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in Clause 32 (a) and (b) of this Constitution, 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.

### **33. Making of decisions**

- (a) For the purpose of making decisions only one designated representative from each Member Shed is entitled to vote on behalf of the Member Shed.
- (b) A question arising at a General Meeting of MSHC is to be determined on a show of hands of such designated representatives, unless before or on the declaration of the show of hands a poll is demanded. 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 MSHC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) At a General Meeting of MSHC, a poll may be demanded by the chairperson or by at least 3 designated representatives present at the meeting.
- (d) If a poll is demanded at a General Meeting, the poll must be taken;
  - i. immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment, or
  - ii. in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **34. Special resolution**

A resolution of MSHC is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such Member Sheds of MSHC as, being entitled under this Constitution so to do, vote in person 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 Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

### **35. Voting**

- (a) On any question arising at a General Meeting of MSHC a financial Member Shed has one vote only.
- (b) All votes must be given personally by a Member Shed's designated representative but no Member Shed can have more than 1 vote.
- (c) 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.
- (d) A Member Shed is not entitled to vote at any General Meeting of MSHC unless all money due and payable by the Member Shed to MSHC has been paid.

### **36. Proxy Votes**

Proxy Votes are not permitted at a General Meeting.

## **Part 5 Miscellaneous**

### **37. Insurance**

The MSHC may effect and maintain insurance, if same becomes necessary.

### **38. Funds – source**

- (a) The funds of MSHC are to be derived from entrance fees and annual subscriptions of Member Sheds, donations and, subject to any resolution passed by MSHC in General Meeting, such other sources as the Committee determines.
- (b) All money received by MSHC must be deposited as soon as practicable and without deduction to the credit of MSHC's bank account.
- (c) The MSHC must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. Funds – management**

- (a) Subject to any resolution passed by MSHC in General Meeting, the funds of MSHC are to be used in pursuance of its objects in such manner as the Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 designated representatives of the Committee of MSHC, being members authorised to do so by the Committee.

### **40. Alteration of this Constitution**

This Constitution may be altered, rescinded or added to only by a special resolution of MSHC.

#### **41. Custody of Books**

Except as otherwise provided by this Constitution, the Public Officer must keep in his custody or under his control all records, books and other documents relating to the MSHC.

#### **42. Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a Member Shed at any reasonable hour.

#### **43. Service of Notices**

- (a) For the purpose of this Constitution, a notice may be served on or given to a Member Shed:
  - i. by delivering it to the Member Shed, or
  - ii. by sending it by pre-paid post to the address of the Member Shed, or
  - iii. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the Member Shed for giving or serving the notice.
- (b) for the purpose of this Constitution, a notice is taken, to have been given or served unless the contrary is proved:
  - i. in the case of a notice given or served on a Member Shed, on the date on which it is received by the addressee, and
  - ii. 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
  - iii. 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.

#### **44. Non-Profit Clause**

The assets and income of MSHC shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the Member Sheds of MSHC except as bona fide compensation for services rendered or expenses incurred on behalf of the MSHC.

#### **45. Dissolution**

The MSHC may be dissolved or wound up by a resolution by a majority of two-thirds of the Member Sheds voting at a General Meeting called for that purpose. If, upon the dissolution or winding-up of the MSHC there remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Member Sheds of the MSHC but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the MSHC and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (1) (a) of the Income Tax Assessment Act 1936. Such institution, institutions or association is to be chosen by the Member Sheds at the Special General Meeting.



## **46. Privacy Statement**

- (a) The MSHC collects personal information from its Member Sheds to:
  - i. Allow the provision to Member Sheds of information they have requested.
  - ii. Provide Member Sheds with information on products and services offered by MSHC and other associate organisations.
  - iii. Use their name and mailing address to advise them of MSHC activities and to undertake the normal running of the MSHC.
- (b) Personal information held by MSHC is restricted to that provided by the Member Shed on the application form for membership of the MSHC.
- (c) Member Sheds can access their information held on record, or obtain a copy of this Privacy Statement from the Secretary.
- (d) Member Sheds can change any of their previously provided information.
- (e) Member Sheds can lodge a privacy issue complaint in writing to the Secretary for consideration and response. Such complaint made, may be referred for mediation in accordance with *the Community Justice Centres Act 1983* and any time constraints imposed by the mediator are to be complied with.

## **47. Financial Year**

The financial year of MSHC is each period of 12 months after the expiration of the previous financial year of MSHC, commencing on 1 July and ending on the following 30 June.



# **MEN'S SHED HUNTER CLUSTER**

*Incorporation No. INC9888975, on December 2014*

## **Membership Application Form**

We wish to become a member of the Men's Shed Hunter Cluster Inc.

**Name of the Shed:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Contact Person:** \_\_\_\_\_ **Position:** \_\_\_\_\_

**Telephone No.:** (02)\_\_\_\_\_ **Mobile No.:** \_\_\_\_\_

**Email:** \_\_\_\_\_

**Web Site:** \_\_\_\_\_

**Shed Location:**

**Address:** \_\_\_\_\_

**Suburb/Town:** \_\_\_\_\_ **Post Code:** \_\_\_\_\_

**Postal Address:(if different from above)**

\_\_\_\_\_ **Post Code:** \_\_\_\_\_

**Shed Details:**

**Number of Members:** \_\_\_\_\_members

**Current Status of Operation:** Fully Operational  Planning

Under Construction  Just Starting

**Other:** \_\_\_\_\_

**Shed Activities:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Signature of proposer:** \_\_\_\_\_ **Shed:** \_\_\_\_\_

**Signature of seconder:** \_\_\_\_\_ **Shed:** \_\_\_\_\_