



Australian Men's Shed Association
SHOULDER TO SHOULDER

*THE
BLACKHEATH AREA
MEN'S SHED INC

CONSTITUTION*

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Part 1 - Preliminary

Name

- 1) The Association shall be known as the Blackheath Area Men's Shed Inc. (an Incorporated Association)

Objects

- 2) The objects of the Shed are to advance the health and well-being of our members (men in the Upper Blue Mountains) by providing a safe environment where members can:
 - (a) Access information and resources about mental and physical health for all, especially to assist those who are disabled and elderly.
 - (b) Learn new skills, which will radiate throughout the community.
 - (c) Assist each other to improve their own health and well-being.
 - (d) Contribute to their families, their friends, the Shed and their community.
 - (e) Access and interact with social networks to develop self esteem.
 - (f) Promote well being through health related activities and outreach services.

Not for Profit

- 3) The Shed is a not-for-profit association and accordingly:
 - (a) The assets and income of the Shed shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Shed except as bona fide compensation for services rendered or expenses incurred on behalf of the organization and
 - (b) In the event of the Shed being wound up, any surplus assets remaining after the payments of the Shed's liabilities shall be transferred to another organization in Australia which is a deductible gift recipient for the purposes of any Commonwealth Taxation Act

Definitions

- 4) In this Constitution:
 - (a) The Shed means the Blackheath Area Men's Shed Inc.
 - (b) Commissioner means the Commissioner of the Office of Fair Trading.
 - (c) Board member means a member of the Board of Management
 - (d) Reference Group member means a member of the Reference Group of the Shed
 - (e) Secretary means: (a) the person holding office under this constitution as Secretary of the Shed, or (b) if no such person holds that office – the public officer of the Shed.
 - (f) special general meeting means a general meeting of the Shed other than an annual general meeting, held to deal with special resolutions and purposes.
 - (g) the Act means the Associations Incorporation Act 2009.
 - (h) the Regulation means the Associations Incorporation Regulation 2010.
- 5) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 6) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.



Part 2 - Membership

Membership qualifications

- 7) Membership of the Shed is open to individuals, agencies or organisations concerned with men's issues in our community who support the Shed's objects as set out in Rule 2)
- 8) A member may be a natural person, an incorporated or unincorporated association, or an agency or department of government.
- 9) A member must be nominated for membership of the Shed as provided by Rule 14) and must be approved for membership of the Shed by the Board of Management.
- 10) Prior to approval by the Board, a new member shall be known as a nominee Member.

Classes of Membership

- 11) Individual membership – open to natural persons who do not represent a corporate member
- 12) Corporate membership – open to incorporated or unincorporated organisations, or to agencies or departments of government. A corporate member must nominate a natural person to vote on their behalf at Shed meetings. A corporate member may vary that appointment by written notice to the Secretary of the Shed
- 13) Sponsor membership – open to individuals or organizations who desire to sponsor the Shed or its activities.

Nomination for membership

- 14) A person applying for membership of the Shed:
 - (a) shall make application for membership of the Shed in writing on the form set out in Appendix 1 to these rules
 - (b) must be proposed and seconded by existing financial members of the Shed, and
 - (c) the application must be lodged with the Secretary of the Shed.
- 15) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board of Management for acceptance.
- 16) As soon as practicable after the Board of Management accepts the nomination, the Secretary must:
 - (a) notify the nominee, in writing, that the Board of Management accepts the nomination and
 - (b) request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) any outstanding sum payable under these rules by a member as entrance fee and annual subscription.
- 17) The Secretary must, on payment by the nominee of the amounts referred to in Rule 15) (b) within the period referred to in that provision, cause the nominee's name to be entered in the register of members and, on the name being so entered, the nominee becomes a member of the Shed.

Cessation of membership

- 18) A person ceases to be a member of the Shed if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) does not pay any monies due to the Shed for fees, subscriptions, or any other amount owing in respect of membership within 60 days of the due date for payment or
 - (d) is expelled from the Shed.

Membership entitlements not transferable

- 19) A right, privilege or obligation which a person has by reason of being a member of the Shed:
 - (a) is not capable of being transferred or transmitted to another person or organisation, and
 - (b) terminates on cessation of the membership of that person or organisation.



Resignation of membership

- 20) A financial member may resign by giving a written notice of the resignation to the Secretary.
- 21) A financial member's resignation will take effect one month after the date of the transmission to the secretary or at the next Board meeting, whichever is the shorter.
- 22) If a member of the Shed ceases to be a member under Rule 21) and in every other case where a member ceases to hold membership, the Secretary must cause to be made an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

- 23) The Secretary of the Shed must establish and maintain a register of members of the Shed specifying (where possible):
 - (a) the name and postal address of each member of the Shed (mandatory),
 - (b) their telephone number,
 - (c) their date of birth,
 - (d) their email address,
 - (e) the name and address of the nominated representative of a corporate member who may vote and receive notices on behalf of that member and
 - (f) the date on which the person became a member (mandatory).
- 24) The register of members may be kept in electronic form.
- 25) The register of members must be kept at the principal place of administration of the Shed.
- 26) A member of the Shed may obtain a copy of their entry in the register.

Fees and subscriptions

- 27) A member of the Shed must, on admission to membership, pay to the Shed an entrance fee as determined by the Board of Management for that class of membership.
- 28) The Board of Management shall set annual subscriptions for each class of membership which shall become due and payable on the 1st of July in each year.
- 29) The Board of Management may vary the amount paid by a member in recognition of the member's special circumstances.

Members' liabilities

- 30) The liability of a member of the Shed to contribute towards the payment of the debts and liabilities of the Shed or the costs, charges and expenses of the winding up of the Shed is limited to the amount, if any, unpaid by the member in respect of membership of the Shed as required by Rules 27), 28) and 29).

Resolution of internal disputes

- 31) Disputes between members (in their capacity as members) of the Shed, and disputes between members and the Shed, are, after internal mechanisms of dispute resolution have failed, to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
- 32) 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.



Disciplining of members

- 33) A complaint may be made to the Board of Management by any member that a member of the Shed:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules,
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Shed, or
 - (c) has repeatedly failed to comply with safety and related policies.
- 34) On receiving such a complaint, the Board of Management:
 - (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 submissions to the Board of Management in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 35) The Board of Management may, by resolution - counsel the member, caution the member, expel the member from the Shed or suspend the member from membership of the Shed 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.
- 36) If the Board of Management cautions, 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 Board of Management for having taken that action and of the member's right of appeal under Rules 38) to 42).
- 37) The caution, expulsion or suspension takes effect as follows:
 - (a) a caution takes immediate effect and should be entered into a members record but a member is entitled to appeal it
 - (b) an expulsion or suspension does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (c) if within that period the member exercises the right of appeal, unless and until the Shed confirms the resolution under Rule 42), whichever is the later.

Right of appeal of disciplined member

- 38) A member may appeal to the Shed in general meeting against a resolution of the Board of Management under Rule 35), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 39) 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.
- 40) On receipt of a notice from a member under Rule 38) the Secretary must notify the Board of Management which is to convene a general meeting of the Shed to be held within 28 days after the date on which the Secretary received the notice.
- 41) At a general meeting of the Shed convened under Rule 40):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board of Management and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 42) If at the general meeting the Shed passes a special resolution in favor of the confirmation of the resolution with over 75% of the votes of those in attendance and eligible to vote, the resolution is confirmed.



Part 3 - The Board of Management

Powers of the Board of Management

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

Constitution and membership

- 44) The Board of Management should consist of up to seven members including:
- (a) the President
 - (b) the vice-President
 - (c) the Treasurer
 - (d) the Secretary
 - (e) the Outreach and Welfare Officer
 - (f) two other members.
- 45) The officers of the Shed are: the President, the vice-President, the Treasurer and the Secretary.
- 46) (a) Except as provided by Rule 47), the normal term of office of a Board member is from the date of election to the close of the second annual general meeting after that election
 (b) the President shall not serve more than three consecutive terms of office as President unless otherwise approved by 75% of members present at a Special General meeting.
- 47) It is the intention of these Rules that approximately one half of the Board of Management shall be elected at each Annual General meeting so that there is some continuity of Board membership. Accordingly, at the General Meeting at which the first Board of Management is elected the President, the Secretary and two other Board members shall be elected for a short term which expires at the end of the first Annual General Meeting which follows that election.
- 48) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management may appoint a member of the Shed to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

Election of Board members

- 49) Nominations of candidates for election as members of the Board of Management:
- (a) must be made in writing, signed by 2 members of the Shed and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination),
 - (b) and must be delivered to the Secretary of the Shed prior to the commencement of the annual general meeting at which the election is to take place.
- 50) If insufficient nominations are received to fill all vacancies on the Board of Management, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 51) If insufficient further nominations are received, any vacant positions remaining on the Board of Management are taken to be casual vacancies.
- 52) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 53) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held.
- 54) The ballot for the election of Board members is to be conducted at the annual general meeting in such usual and proper manner as the Board of Management may direct.



Secretary

- 55) The Secretary of the Shed must, as soon as practicable after being appointed as Secretary, lodge notice with the Shed of his or her address and contact details.
- 56) It is the duty of the Secretary to ensure that proper minutes are kept of:
 - (a) all appointments of office-bearers and members of the Board of Management,
 - (b) the names of members of the Board of Management present at a Board of Management meeting or a general meeting, and
 - (c) all proceedings at Board of Management meetings and general meetings.
- 57) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

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

Casual vacancies

- 59) For the purposes of these rules, a casual vacancy in the Board of Management occurs if the Board member:
 - (a) dies, or
 - (b) ceases to be a member of the 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 rule 60), or
 - (f) becomes incapacitated, or
 - (g) is absent without the consent of the Board of Management from all meetings of the Board of Management held during a period of 3 months, or
 - (h) is imprisoned.

Removal of member

- 60) The Shed in general meeting may by resolution remove any Board member from the Board of Management 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.
- 61) If the Board member to whom a proposed resolution referred to in Rule 60) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Shed, the Secretary or the President may send a copy of the representations to each member of the Shed 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.



Meetings and quorum

- 62) The Board of Management should meet at least 10 times in each period of 12 months at such place and time as the Board of Management may determine.
- 63) Additional meetings of the Board of Management may be convened by the President or by any other Board member.
- 64) An agenda for a meeting of the Board of Management must be given by the Secretary to each member of the Board of Management at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board of Management) before the time appointed for the holding of the meeting.
- 65) Any 4 members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- 66) No business is to be transacted by the Board of Management 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.
- 67) 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.
- 68) At a meeting of the Board of Management:
 - (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, such one of the remaining Board members as may be chosen by the members present at the meeting to preside.

Appointment of Sub-Committees

- 69) The Board of Management may, by resolution, appoint one or more sub-committees (consisting of at least one Board member together with such member or members of the Shed as the Board of Management thinks fit) to advise the Board of Management on various matters including:
 - (a) Operations
 - (b) Membership
 - (c) Finance
- 70) The Board of Management may, by resolution, revoke wholly or in part any appointment under Rule 69.
- 71) A sub-committee may meet and adjourn, as it thinks proper, and may invite experts to attend its meetings to advise on matters relevant to the work of the sub-committee.

Voting and decisions

- 72) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management are to be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting. In the event of a tied vote, the presiding member has a casting vote, in addition to the chair's normal vote.
- 73) A Board member who has a conflict of interest in any matter before the Board of Management must disclose that interest and must abstain from any discussion or vote on that matter.
- 74) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (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.
- 75) Subject to Rule 65), the Board of Management may act despite any vacancy on the Board of Management.
- 76) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a subcommittee appointed by the Board of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Management or sub-committee.



Part 4 - The Reference Group

- 77) The Board of Management may appoint a Reference Group to advise and assist the Board of Management regarding the affairs of the Shed.

Constitution and membership

- 78) Members of the Reference Group may be community leaders drawn from sources which include

- (a) The local Council
- (b) Local State and Federal Members of Parliament
- (c) The Magistracy
- (d) Health professionals
- (e) Retired Servicemen's organisations
- (f) Local groups dealing with men's issues
- (g) Business
- (h) Community organisations and
- (i) Community Service clubs

- 79) A term of office of a member of the Reference Group is from the date of appointment to the close of the second annual general meeting following that appointment, or such other term as the Board of Management may determine.

Appointment of Reference Group members

- 80) The Board of Management shall appoint members to the Reference Group. The Board of Management may call for nominations from the members of the Shed.

Casual vacancies

- 81) For the purposes of these rules, a casual vacancy in the office of a member of the Reference Group occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the 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 Rule 82), or
- (f) becomes incapacitated, or
- (g) is absent without the consent of the Reference Group from all meetings of the Reference Group held during a period of 12 months, or
- (h) is imprisoned.



Removal of member

- 82) The Board of Management may by resolution remove any member of the Reference Group from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

Meetings and quorum

- 83) The Reference Group should meet at least 2 times in each period within the terms of reference at such place and time as the Reference Group may determine.
- 84) Additional meetings of the Reference Group may be convened by the President or by the Board of Management.
- 85) Oral or written notice of such a meeting of the Reference Group must be given by the Secretary to each member of the Reference Group at least 14 days before the time appointed for the holding of the meeting.
- 86) One third of the appointed members of the Reference Group constitute a quorum for the transaction of the business of a meeting of the Reference Group.
- 87) 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.
- 88) At a meeting of the Reference Group:
 - (a) the President or, in the President's absence, the vice-President is to chair, or
 - (b) if the President and the vice-President are absent or unwilling to act, such one of the remaining members of the Reference Group as may be chosen by the members present at the meeting is to preside.



Part 5 - Meetings

Annual general meetings – holding of

- 89) With the exception of the first annual general meeting of the Shed, the Shed must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Shed, convene an annual general meeting of its members.
- 90) The Shed must hold its first annual general meeting:
 - (a) within the period of 6 months after the expiration of the first financial year of the Shed.
- 91) Rules 89) and 90) have effect subject to any extension or permission granted by the Commissioner under section 37 (2) of the Act.

Annual general meetings – calling of and business at

- 92) The annual general meeting of the Shed is, subject to the Act and to Rules 89) to 91), to be convened on such date and at such place and time as the Board of Management thinks fit.
- 93) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board of Management reports on the activities of the Shed during the last preceding financial year,
 - (c) to elect members of the Board of Management,
 - (d) to receive and consider the statement which is required to be submitted to members under section 47 of the Act.
- 94) An annual general meeting must be specified as such in the notice convening it.

General meetings – calling of and business at

- 95) The Board of Management may, whenever it thinks fit, convene a general meeting of the Shed.
- 96) General meetings allow members to voice issues and receive information and make submissions in relation to the planning and direction of Shed activities.
- 97) Resolutions at general meetings are passed by a simple majority.

Special general meetings – calling of

- 98) Special general meetings are a mechanism where a resolution of the Shed may be required to alter extend the President's term on the Board, in addition:
- 99) The Board of Management must, on the requisition in writing of at least 10 financial members or 25 per cent of the total number of members (whichever is the lesser), convene a special general meeting of the Shed.
- 100) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 101) If the Board of Management fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 102) A special general meeting convened by a member or members as referred to in Rule 98) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Management and any member who consequently incurs reasonable expenses is entitled to be reimbursed by the Shed for any expense so incurred.



Notice

- 103) Except if the nature of the business proposed to be dealt with at a general meeting requires a resolution of the Shed, the Secretary must, at least 7 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.
- 104) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the Secretary must, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 103), the intention to propose the resolution as a special resolution.
- 105) 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.
- 106) Notice may be sent by email to the email address of the member which is recorded in the register of members. Where not available, a postal address may be used.

Procedure

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

Presiding member

- 110) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Shed.
- 111) 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 chairperson at the meeting.

Adjournment

- 112) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 113) If a general meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting to each member of the Shed stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 114) Except as provided in Rule 113), 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.



Making of decisions

- 115) A question arising at any general meeting of the Shed is to be determined on a show of hands and, 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 the Shed, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution. This rule does not apply on the election of Board Members.
- 116) At a general meeting of the Shed, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 117) 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 chairperson 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 chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

Special resolution

- 118) A resolution of the Shed is a special resolution:
 - (a) if it is passed by a majority which comprises at least three-quarters of such members of the Shed as, being entitled under these rules so to do, vote in person, by corporate representative 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 these rules, 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.

Voting

- 119) On any question arising at a general meeting of the Shed a member has one vote only.
- 120) All votes must be given personally, by corporate representative or by proxy but no member may hold more than 5 proxies.
- 121) 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.
- 122) A member, a corporate representative or a proxy is not entitled to vote at any general meeting of the Shed unless all money due and payable by the member or proxy to the Shed has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Appointment of proxies

- 123) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 124) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 6 - Miscellaneous

Insurance

- 125) The Shed may effect and maintain such insurances as are determined by the Board of Management

Funds – source

- 126) The funds of the Shed are to be derived from entrance fees and annual subscriptions of members, donations, grants, sponsorships and, subject to any resolution passed by the Shed in general meeting, such other sources as the Board of Management determines.
- 127) All money received by the Shed must be deposited as soon as practicable and without deduction to the credit of the Shed's bank account and a proper record maintained.
- 128) The Shed must, as soon as practicable after receiving any money, issue an appropriate receipt if a receipt is requested.

Funds – management

- 129) Subject to any resolution passed by the Shed in general meeting, the funds of the Shed are to be used in pursuance of the objects of the Shed in such manner as the Board of Management determines.
- 130) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board of Management or employees of the Shed, being members or employees authorised to do so by the Board of Management.
- 131) The financial year of the shed shall be from the 1st Jul to 30 Jun of the following year.

Alteration of objects and rules

- 132) These rules may be altered, rescinded or added to only by a special resolution of the Shed. The Shed shall advise the Commissioner of Taxation, in writing, of any amendments, additions or deletions to the governing rules within 30 days of those changes being made

Common seal

- 133) The common seal of the Shed must be kept in the custody of the public officer.
- 134) The common seal must not be affixed to any instrument except by the authority of the Board of Management and the affixing of the common seal must be attested by the signatures either of 2 members of the Board of Management or of 1 member of the Board of Management and of the public officer or Secretary.

Custody of books

- 135) Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Shed.

Inspection of books

- 136) The records, books and other documents of the Shed must be open to inspection, free of charge, by a member of the Shed, subject to privacy legislation and upon application to the Board.



Service of notices

- 137) For the purpose of these rules, a notice may be served on or given to a 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.
- 138) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by 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.



Appendix 2

**THE BLACKHEATH AREA MEN'S SHED
Incorporated**

FORM OF APPOINTMENT OF PROXY

I, ...
(full name)

of
(address)

being a member of the Shed hereby appoint

.....
(full name of proxy)

being a member of the Shed, as my proxy to vote for me on my behalf at the annual general / special
general meeting of the Shed to be held on the day of and at any adjournment
of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution
(insert details):

* to be inserted if desired.

.....
Signature of member appointing proxy Date

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

