

# **Whyalla Men's Shed Inc.**

**SA Incorporation No. A41739**

## **CONSTITUTION**

**Revised: October 2020**

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## **Part 1 - Preliminary**

### **Name**

1. The Association shall be known as Whyalla Men's Shed Inc. (an Incorporated Association), henceforth to be referred to as the *Shed*.

### **Objects**

2. The Shed is established as a charity whose purpose is to advance the health and well-being of members by –
  - a. providing an environment that promotes socialisation and activity, thereby mitigating the risk of health issues arising from social isolation, loneliness and boredom,
  - b. facilitating programs that combat mental, physical and emotional health issues in members in order to promote social and emotional well-being,
  - c. to support each other and share life experiences in a safe and non-judgemental environment,
  - d. offering appropriate facilities, amenities and equipment so members can –
    - i. socialise, and develop friendships and camaraderie,
    - ii. participate in meaningful activities in the company of others,
    - iii. learn from each other,
    - iv. pass on life, trade and craft skills to others,
  - e. members undertake charitable activities for the benefit of the broader community

### **Not for Profit and Winding Up Provisions**

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,
  - b. Bona fide compensation includes honorarium offered to Office holders or others, as may be determined by the Committee from time to time,
  - c. If the association is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets –
    - i. must not be distributed to the members or former members of the association, and
    - ii. subject to the requirements of Australian laws, including those relating to deductible gift recipient (DGR) status (if they apply) and any other relevant Australian court order, must be distributed to another organisation or other organisations, with similar purposes, which is/are charitable at law, and which hold DGR status (as applicable) and which is/are not carried on for the profit or personal gain of members.

### **Powers of the Association**

4. The powers conferred on the Association are the same as those conferred by the Act,

so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes and in particular, the Association will have the power; to

- a. Purchase, sell, hold, lease, deal with, and dispose of any real or personal property;
- b. To open and operate bank accounts;
- c. To invest its money
  - i. In any security in which trust monies may lawfully be invested; or
  - ii. In any other manner authorised by the rules of the Association;
- d. To borrow, raise or secure the payment of monies to secure the repayment or performance of debt, liability, contract or guarantee incurred or to be entered into by the Association upon such terms and conditions as the Association sees fit;
- e. To give such security for the discharge of liabilities incurred by the Association as the Association sees fit;
  - i. To appoint agents to transact any business of the Association on its behalf;
- f. To enter into any other contract it considers necessary or desirable; and
  - i. May act as trustee and accept and hold real and personal property upon trust, but does not have to have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.
- g. To make gifts or give prizes;
- h. To do all such things as are conducive or incidental to the objects of the Association.

## **Definitions**

5. In these Rules:
  - a. the Shed means Whyalla Men's Shed Inc.
  - b. commissioner means the Commissioner of the Office of Consumer and Business Affairs
  - c. committee means the Shed Management Committee
  - d. committee member means a member of the Committee
  - e. Financial Year means the accounting period starting July 1 to June 30
  - f. reference Group member means a member of the a Reference Group so constituted by the Committee
  - g. secretary means (a) the person holding office under these Rules as Secretary of the Shed, or (b) if no such person holds that office - the Public Officer of the Shed.
  - h. special General Meeting means a general meeting of the Shed other than an Annual General Meeting.
  - i. the Act means the Associations Incorporation Act 1984.
  - j. the Regulation means the Regulations pursuant to the Act

- k. a reference to a function includes a reference to a power, authority and duty, and
  - l. 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 these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **Part 2 - Membership**

### **Membership qualifications**

- 7. Membership of the Shed is open to individuals, agencies or organisations in Whyalla and surrounds who are concerned with men's issues in our community and who support the objects of the Shed 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 13 and must be approved for membership of the Shed by the Management Committee.

### **Classes of Membership**

- 10. Individual — is open to natural persons who do not represent a corporate member. Individual members have voting rights.
- 11. Corporate — is open to incorporated or unincorporated organisations, or to agencies or departments of government. A corporate member will not have voting rights.
- 12. Sponsor — is open to individuals or organizations who desire to sponsor the Shed or its activities. A Sponsor member will not have voting rights.
- 13. Life - The Shed may grant, by Special Resolution, Life Membership to a member in recognition of long and outstanding service to The Shed. Life members will be accorded voting rights in accordance with their membership class operating immediately before being awarded Life membership.

### **Nomination for membership**

- 14. A nomination for membership of the Shed:
  - a. must be made by a Shed member in writing using the form set out in Appendix 1 to these Rules, and
  - b. must be seconded by another Shed member
  - c. must be lodged with the Shed Secretary.
- 15. As soon as practicable after receiving a membership nomination, the Secretary must refer the nomination to the Management Committee which is to determine whether to approve or to reject the nomination.
- 16. As soon as practicable after the Management Committee makes that determination, the Secretary must:
  - a. notify the nominee, in writing, that the Management Committee approved or rejected the nomination (whichever is applicable), and
  - b. if the Management 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 as an annual membership fee

17. The Secretary must, on payment by the nominee of the amounts referred to in Rule 16 (b) within the period referred to in that provision, enter the nominee's name 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 for behaviour or other action in contravention of the Rules of the Shed or actions that otherwise put the Shed at risk of disrepute.

### **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 member of the Shed is not entitled to resign that membership except in accordance with this Rule.
21. A member of the Shed who has paid all amounts payable by the member to the Shed in respect of the member's membership may resign from membership of the Shed by first giving to the Secretary written notice of at least one month (or such other period as the Management 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.
22. If a member of the Shed ceases to be a member under Rule 18 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.

### **Register of members**

23. The Secretary of the Shed must establish and maintain a register of members of the Shed specifying:
  - a. the name and postal address of each member of the Shed,
  - b. their email address, if applicable, and phone number
  - c. the name and address of the nominated representative of a corporate member who may receive notices on behalf of that member and
  - d. the date on which the person became a member.

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 and must be open for inspection, free of charge, by any member of the Shed at any reasonable hour.
26. A member of the Shed may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Management Committee, that other amount.

### **Fees and subscriptions**

27. A member of the Shed must, on admission to membership, pay to the Shed a membership fee as determined by the Management Committee for that class of membership.
28. The Management Committee shall set an annual membership fee for each class of membership which shall become due and payable on the 1st of July in each year.
29. The Management Committee, at its discretion, 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 and 28.

### **Resolution of internal disputes**

31. Disputes between members (in their capacity as members) of the Shed, and disputes between members and the Shed, are 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 Management Committee 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, or
  - b. has persistently and wilfully acted in a manner prejudicial to the interests of the Shed.
34. On receiving such a complaint, the Management Committee:
  - 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 Management Committee in connection with the complaint, and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
35. The Management Committee may, by resolution, 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 substantiated.

36. If the Management 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 Management Committee for having taken that action and of the member's right of appeal under Rules 37.
37. The expulsion or suspension does not take effect:
  - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b. If within that period the member exercises the right of appeal, unless and until the Shed confirms the resolution under Rule 41, whichever is the latter.
38. Following suspension or expulsion a shed member is entitled, after a period of not less than twelve months from the effective date of suspension or expulsion, to reapply for Shed membership in accordance with Rule 14.

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

39. A member may appeal to the Shed in general meeting against a resolution of the Management Committee under Rule 35(b), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
40. 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.
41. On receipt of a notice of appeal from a member under Rule 37 the Secretary must notify the Management Committee 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.
42. At a general meeting of the Shed convened under Rule 37:
  - a. no business other than the question of the appeal is to be transacted, and
  - b. the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
43. If at the general meeting the Shed passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 - The Management Committee**

### **Powers of the Management Committee**

44. The Management Committee 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 Management Committee to be necessary or desirable for the proper

management of the affairs of the Shed.

### **Constitution and membership**

45. The Management Committee is to consist of up to 10 members that include:
  - a. President
  - b. Vice-President
  - c. Treasurer,
  - d. Secretary, and
  - e. The Shed co-ordinator (if so appointed)
  - f. an individual member representative

Each member of the Management Committee, who is elected in accordance with Rule 56, will be entitled to a vote at meetings of the Committee.

46. The officers of the Shed are: the President, the vice-President, the Treasurer and the Secretary.
47. Except as provided by Rule 49, the normal term of office of a Committee member will be 2 years or from the date of election to the close of the second annual general meeting after that election.
48. No office bearer shall serve more than two consecutive terms of office.
49. It is the intention of these Rules that approximately one half of the Management Committee shall be elected at each Annual General meeting so that there is some continuity of Committee membership. Accordingly, at the General Meeting at which the first Management Committee is elected the President, the Secretary and one other Committee member shall be elected for a short term which expires at the end of the first Annual General Meeting which follows that election.
50. In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee 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.

### **Appointment of Shed co-ordinator**

51. The Committee may at its discretion appoint a member or other individual to undertake the role of Shed Co-ordinator.
52. The term of the Co-ordinator will be at the discretion of the Committee but will not exceed 2 years without review by the Committee.
53. The Co-ordinator will be an ex-officio member of the Committee and will have the voting rights of an Individual member.
54. The Committee, at its discretion, can terminate the position of the Co-ordinator, if in its opinion the incumbent is not performing the role of co-ordinator to the satisfaction of the Committee.

### **Co-opted Committee Members**

55. From time to time the Committee may co-opt one or more members to the Committee for the purpose of the conduct of its affairs.
56. Co-opted members will have voting rights at Committee meetings in accordance with their membership class.

57. Co-opted members will serve a period nominated by the Committee.

### **Election of Committee members**

58. Nominations of candidates for election as members of the Management Committee:
- 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), and
  - b. 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.
59. If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
60. If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
61. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
62. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
63. The ballot for the election of Committee members is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.

### **President**

64. The President will lead the Whyalla Men's Shed as the chief elected officer and provide broad policy guidance to the Committee and perform all necessary undertakings to achieve the Shed's objectives,
65. Ensure that officers are elected as provided by the constitution and that the affairs of the Committee are conducted in accordance with the Constitution and the best interests of the members,
66. Chair Committee and other shed meetings and attend to correspondence and other matters that necessarily require the attention of President
67. Ensure the shed environment is safe and welcoming and conducive to the social and emotional well-being of members and visitors, including welcoming new members; directing activities of members, outside participants, tradespersons, visitors or volunteers as required; assist in induction processes, and in assigning duties and responsibilities in association with area supervisors,
68. Promote the WMS throughout the community by –
- a. Engaging with print, digital, radio and TV and social media and by assisting with the Shed newsletter
  - b. Identifying opportunities to participate in Community activities,
  - c. Developing partnerships with external organisations, business and community groups

### **Vice-president**

69. In the absence of the President or in circumstances where the President is unable to perform the duties of the Office, the Vice President shall occupy this position and perform the duties with the same authority as the President.

70. In the absence of the Secretary or in circumstances where the Secretary is unable to perform the duties of the Office, the Vice President shall occupy this position and perform the duties with the same authority as the Secretary, including performing the role of Public Officer for the Association in accordance with the Act.
71. The Vice-president will also –
- a. co-ordinate the purchase of shed amenities and consumables including food and beverage, cleaning supplies and relevant supplies required for shed events and other operations,
  - b. oversee the WH&S Test and Tag processes for the Shed,
  - c. Perform other duties as determined by the Committee from time to time.

### **Secretary**

72. The Secretary will undertake administrative activities necessary for the day to day management of the Shed, including –
- a. advising members of meeting dates and times, including Management Committee meetings and the Annual General Meeting,
  - b. preparing meeting agenda, minutes and notes and for distributing same to members in a timely fashion,
  - c. managing shed correspondence,
  - d. maintaining member lists, together with relevant personnel files, log sheets and name tags and filing systems,
73. The Secretary will undertake the role of the Public Officer for the Shed in accordance with the ACT.
74. The Secretary will undertake other duties as required from time to time, including assisting with –
- a. work, health and safety matters,
  - b. maintenance of shed plant and equipment,
  - c. co-ordinating purchasing of shed materials and consumable supplies,
  - d. preparation of grant applications and acquittal statements, and disbursement of grant funds,
  - e. organisation of social activities and other events of the shed,
  - f. preparation and distribution of the shed newsletter,
  - g. maintenance of the shed web and social media pages, including managing correspondence received through these media,
  - h. maintenance of shed IT systems, including security, electronic banking, networking and cloud based storage systems

### **Treasurer**

75. The Treasurer shall –
- a. ensure that all money due to the Shed is collected and received and that all payments authorised by the Shed are paid, and
  - b. ensure that correct books and accounts are kept showing the financial affairs of the Shed including full details of receipts and expenditure connected with the activities of the Shed,

- c. manage all correspondence relating to shed finance, income and expenditure
- d. maintain appropriate filing systems of invoices, accounts, payments and receipts and other documents (e.g. bank statements),
- e. prepare monthly income and expenditure statements for Committee meetings, and annual statements for the AGM,
- f. provide advice to the Management Committee regarding shed finances including investments, donations, expenditure, budgets and other financial matters,
- g. assist in the preparation of acquittal statements for grants and donations,
- h. undertake other duties as determined by the Committee from time to time.

### **Member Representative**

76. The Member representative on the Committee will ensure:

- a. shed members are kept informed of Committee affairs and deliberations
- b. that the views of the members of the Shed are promulgated at meetings of the Committee

### **Shed Co-ordinator**

77. If a co-ordinator is appointed in accordance with Rule 51, that person will –

- a. assume the role of Secretary, and
- b. perform all the duties and responsibilities of the Secretary,
- c. undertake other duties as determined by the Committee, including at the discretion of the Committee, some or all of the administrative activities of office holders, including the President, Vice-president, and Treasurer.

### **Casual vacancies**

78. For the purposes of these Rules, a casual vacancy in the Management Committee occurs if the Committee 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 79 or
- f. becomes incapacitated, or
- g. is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of 3 months.

### **Removal of member**

79. The Shed in general meeting may by resolution remove any Committee member from the Management Committee 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.

80. If the Committee member to whom a proposed resolution referred to in Rule 79 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**

81. The Management Committee must meet at least 10 times in each period of 12 months at such place and time as the Management Committee may determine.
82. Additional meetings of the Management Committee may be convened by the President or by any other Committee member.
83. An agenda for a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
84. Any 4 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
85. No business is to be transacted by the Management 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.
86. 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.
87. At a meeting of the Management Committee:
  - 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 Committee members as may be chosen by the members present at the meeting is to preside.

### **Appointment of Sub-Committees**

88. The Management Committee may, by resolution, appoint one or more sub-committees (consisting of at least one Committee member together with such members of the Shed as the Management Committee thinks fit) to advise the Management Committee on various matters including:
  - a. Operations
  - b. Membership
  - c. Finance
89. 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.
90. The Management Committee may, by resolution, revoke wholly or in part any appointment under Rule 88.

### **Voting and decisions**

91. Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a

majority of the votes of members of the Management Committee or sub-committee present at the meeting.

92. A Committee member who has a conflict of interest in any matter before the Management Committee must disclose that interest and must abstain from any vote on that matter.
93. Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management 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.
94. Subject to Rule 84, the Management Committee may act despite any vacancy on the Management Committee.
95. Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a subcommittee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

## **Part 4 - The Reference Group**

### **Powers**

96. The Management Committee may appoint a Reference Group to advise and assist the Management Committee to manage the affairs of the Shed.

### **Constitution and membership**

97. 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
98. 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 Management Committee may determine.

### **Appointment of Reference Group members**

99. The Management Committee shall appoint members to the Reference Group. The Management Committee may call for nominations from the members of the Shed.

### **Casual vacancies**

100. 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 78, 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.

### **Removal of member**

101. The Management Committee 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**

102. The Reference Group must meet at least 4 times in each period of 12 months at such place and time as the Reference Group may determine.
103. Additional meetings of the Reference Group may be convened by the President or by the Management Committee.
104. Oral or written notice of a meeting of the Management Committee 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.
105. 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.
106. 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.
107. At a meeting of the Reference Group:
  - 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 members of the Reference Group as may be chosen by the members present at the meeting is to preside.

## **Part 5 - General meetings**

### **Annual general meetings - holding of**

108. 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.
109. The Shed must hold its first annual general meeting:
  - a. within the period of 18 months after its incorporation under the Act, and



- b. within the period of 6 months after the expiration of the first financial year of the Shed.
110. Rules 107 and 108 have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

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

111. The annual general meeting of the Shed is, subject to the Act and to Rules 108 to 109, to be convened on such date and at such place and time as the Management Committee thinks fit.
112. 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 Management Committee reports on the activities of the Shed during the last preceding financial year,
  - c. to elect members of the Management Committee,
  - d. to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
113. An annual general meeting must be specified as such in the notice convening it.

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

114. The Management Committee may, whenever it thinks fit, convene a special general meeting of the Shed.
115. The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Shed.
116. 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 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
117. If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, anyone 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.
118. A special general meeting convened by a member or members as referred to in Rule 114 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee and any member who consequently incurs reasonable expenses is entitled to be reimbursed by the Shed for any expense so incurred.

### **Notice**

119. Except 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 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.

120. 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 general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 115, the intention to propose the resolution as a special resolution.
121. 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.
122. Notice may be sent by email to the email address of the member which is recorded in the register of members.

### **Procedure**

123. 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.
124. Ten members or 20 percent of the number of financial members on the Shed register, whichever is the lesser number present (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.
125. 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**

126. The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Shed.
127. 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**

128. 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.
129. 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.
130. Except as provided in Rule 117, 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**

131. A question arising at a 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 favour of or against that resolution.
132. 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.
133. 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**

134. 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**

135. On any question arising at a general meeting of the Shed a member, with the exception of a corporate member has one vote only.
136. All votes must be given personally, or by proxy but no member may hold more than 5 proxies.
137. 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.
138. A member 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**

139. 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.
140. The notice appointing the proxy is to be in the form set out in Appendix 2 to these Rules.

## **Part 6 - Miscellaneous**

### **Insurance**

141. The Shed may effect and maintain such insurances as are determined by the Management Committee

### **Funds - source**

142. 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 Management Committee determines.
143. 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.
144. The Shed must, as soon as practicable after receiving any money, issue an appropriate receipt if a receipt is requested.

### **Funds - management**

145. 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 Management Committee determines.
146. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of the Shed, being members or employees authorised to do so by the Management Committee.
147. The Management Committee may agree to the issue of a credit or debit card to the treasurer for the purpose of transacting business on behalf of the Shed. Each use of such card shall be noted in the minutes of the Management Committee meeting following such use.

### **Alteration of objects and Rules**

148. 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**

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

### **Custody of books**

151. 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**

152. The records, books and other documents of the Shed must be open to inspection, free

of charge, by a member of the Shed at any reasonable hour.

### **Service of notices**

153. 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 email or other form of electronic transmission as agreed from time to time by the Management Committee and recorded in the minutes to an address specified by the person for giving or serving the notice.
154. 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 email or other form of electronic transmission, as agreed from time to time by the Management Committee and recorded in the Minutes. 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.



