

AUSTRALIAN NATIONAL RACING PIGEON BOARD INC

CONSTITUTION

Part 1 Preliminary

1. NAME

The name of the incorporated association is the

Australian National Racing Pigeon Board Incorporated.

(In this Constitution called the ANRPB)

2. {d) PURPOSE OF ANRPB

The purpose for which the ANRPB was established and maintained is:

- (a) The health and wellbeing of Homing Pigeons and in particular the sport of racing pigeons in Australia;
- (b) To raise the funds necessary to pursue the above in such a manner as deemed possible and necessary by the Board;
- (c) To represent the interest of State Federations and Associations nationally in any appropriate forum;
- (d) To facilitate and convene events deemed beneficial to the long-term interests of the sport of racing pigeons.

3. POWERS OF ANRPB

Solely for furthering the purposes set out above the ANRPB has, in addition thereto, the rights, and power conferred on it under the Act.

4. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration (NSW).

ordinary board member means a member of the Board who is not an executive or office-bearer of the ANRPB.

secretary means:

- (a) the person holding office under this constitution as secretary of the ANRPB, or
- (b) if no such person holds that office—the public officer of the ANRPB.

special general meeting means a general meeting of the ANRPB other than an annual general meeting.

State Association means an incorporated or unincorporated association in a State or Territory of the Commonwealth representing racing pigeon fanciers in that State or Territory which has as an objective inter alia the nomination of a member or members of this association.

the Act means the Associations Incorporation Act 2009 (NSW).

the Regulation means the Associations Incorporation Regulation 2010 (NSW).

(2) 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.

(3) The provisions of the Interpretation Act 1987 (NSW) 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

5. Membership generally

(1) A person is eligible to be a member of the ANRPB if the person has applied and has been nominated and approved for membership of the ANRPB, and has paid the annual membership fee.

{2} A person, company or organization may become a Corporate Sponsor of the ANRPB upon payment of an annual fee. Such membership entitles the holder to advertise on the ANRPB website.

6. Nomination for Executive membership

(1) A nomination of a person for membership of the ANRPB Executive:

(a) should be made by a State Association or Federation in writing in the form set out in Appendix 1 to this constitution, and

(b) must be lodged with the secretary of the ANRPB.

(c) in the absence of a nomination from a State Association the Board may nominate an appropriate person as the nominee of that State or Territory.

(d) in the absence of a current member being able and willing to undertake the role of an Office Bearer the ANRPB may recruit a suitably qualified person to perform that role.

(2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination. The Board may decline a nomination for membership should it be deemed that the nominee has previously acted willfully in a manner prejudicial to the interests of the ANRPB.

(3) As soon as practicable after the Board makes that determination, the secretary must:

(a) notify the nominee and the State Association or Federation, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

(4) The secretary must enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the ANRPB

7. Cessation of membership

A person ceases to be a member of the ANRPB if the person:

(a) dies, or

(b) resigns membership, or

- (c) is expelled from the ANRPB, or
- (d) the nomination of that member by a State Association or Federation is withdrawn in writing.

8. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the ANRPB:

- (a) is not capable of being transferred or transmitted to another person except subject to 17 (1) (c), and
- (b) terminates on cessation of the person's membership.

9. Resignation of membership

- (1) A member of the ANRPB may resign from membership of the ANRPB by first giving to the secretary written notice of at least one month (or such other period as the Board 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.
- (2) If a member of the ANRPB ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The public officer of the ANRPB must establish and maintain a register of members of the ANRPB specifying the name and postal or residential address of each person who is a member of the ANRPB together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the ANRPB, or
 - (b) if the ANRPB has no premises, at the ANRPB's official address.
- (3) A member of the ANRPB may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11. Fees and subscriptions

- (1) General Membership and Executive Membership attracts an annual fee of \$50.
- {2} Corporate Membership, that provides for advertising on the ANRPB website, attracts an annual fee of \$500.

12. Members' liabilities

The liability of a member of the ANRPB to contribute towards the payment of the debts and liabilities of the ANRPB or the costs, charges and expenses of the winding up of the ANRPB is limited to the amount, if any, unpaid by the member in respect of membership of the ANRPB as required by clause 11.

13. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the ANRPB, or a dispute between a member or members and the ANRPB, or a dispute between the ANRPB and a State Association or Federation are to be referred to a Community Justice Centre for mediation under the Community Justice Centre Act 1983 (NSW).

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

(3) The Commercial Arbitration Act 1984 (NSW) applies to any such dispute referred to arbitration.

14. Disciplining of members

(1) A complaint may be made to the Board by any person that is a member of the ANRPB:

(a) has refused or neglected to comply with a provision or provisions of this constitution, or

(b) has willfully acted in a manner prejudicial to the interests of the ANRPB.

(2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the Board decides to deal with the complaint, the Board:

(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 in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

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

(5) If the Board 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 for having taken that action and of the member's right of appeal under clause 12.

(6) 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 ANRPB confirms the resolution under clause 12, whichever is the later.

15. Right of appeal of disciplined member

- (1) A member may appeal to the ANRPB in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the ANRPB convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board 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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Board.

Part 3 The Board Executive

16. Powers of the Board

Subject to the Act, the Regulations and this constitution and to any resolution passed by the ANRPB in general meeting, the Board:

- (a) is to control and manage the affairs of the ANRPB, and
- (b) may exercise all such functions as may be exercised by the ANRPB, other than those functions that are required by this constitution, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the ANRPB.

17. Composition and membership of the Board Executive

- (1) The Board shall consist of:
 - (a) the office-bearers of the ANRPB, and
 - (b) one city-based and one country-based member nominated by the State Associations/Federations of New South Wales, Victoria, Queensland, South Australia (inc NT), and Western Australia, with one member from Tasmania and the Australian Capital Territory.
 - (c) each state may also nominate a second representative to cover for a Board members absence due to poor health, overseas travel, or work commitments. To assist in progression planning this second member may also participate, without voting rights, in ANRPB meetings.
- (2) The total number of Executive Board members must not exceed 15, with 12 state delegates and an independent President/Chair, Secretary and Treasurer.
- (3) The office-bearers of the Board are as follows:
 - (a) the President (Chair)
 - (b) the Vice-President, (a state delegate)
 - (c) the Treasurer, (may be a state delegate)
 - (d) the Secretary, (may be a state delegate)
 - (e) the Public Officer (must reside in New South Wales).
- (4) A Board member may hold up to 2 offices (other than both the President and Vice-President offices).

(5) Each member of the Board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, for a period of five years but is eligible for re-nomination by the respective State Association for a further three-year term.

18. Election of office bearers

- (1) The ballot for the election of office-bearers of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (2) A person nominated as a candidate for election as an office-bearer of the ANRPB must be a member of the ANRPB.

19. Secretary

- (1) The secretary of the ANRPB must, as soon as practicable after being appointed as secretary, lodge notice with the ANRPB of their address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Board, and
 - (b) the names of members of the Board present at meetings or a general meeting,
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be approved by the Board at the next meeting.

20 Treasurer

It is the duty of the treasurer of the ANRPB to ensure:

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

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the ANRPB, the Board may appoint a member of the ANRPB 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.
- (2) A casual vacancy in the office of a member of the ANRPB occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the ANRPB, 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, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

22. Removal of Board members

(1) The ANRPB in general meeting may by resolution remove any member of the Board 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.

(2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the ANRPB, the secretary or the president may send a copy of the representations to each member of the ANRPB 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.

23. Board meetings and quorum

(1) The Board must meet at least 4 times in each period of 12 months at such place and time as the Board may determine.

(2) Additional meetings of the Board may be convened by the President or Vice President.

(3) Written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) 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.

(5) Any 4 members of the Board constitute a quorum for the transaction of the business of a meeting of the ANRPB.

(6) No business is to be transacted by the Board 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 format and at the same hour of the same day in the following week.

(7) 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.

(8) At a meeting of the Board:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

24. Delegation by Board to sub-committee

(1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the ANRPB as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the Board by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) 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.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper

25. Voting and decisions

- (1) Questions arising at a meeting of the Board, or of any sub-committee appointed by the Board, are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the ANRPB or of any sub-committee appointed by the (excluding 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 casting vote.
- (3) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

Part 4 General meetings

26. Annual general meetings

- (1) The ANRPB must hold an Annual General Meeting within 6 months of the close of the ANRPB's financial year, or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. Annual general meetings—calling of and business at

- (1) The annual general meeting of the ANRPB is to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (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 reports on the activities of the ANRPB during the last preceding year,
 - (c) to elect office-bearers of the ANRPB and executive Board members,
 - (d) to receive and consider any financial statement or report required

to be submitted to members under the Act.

28. Special general meetings—calling of

(1) The Board may, whenever it thinks fit, convene a special general meeting of the ANRPB.

(2) The Board must, on the requisition in writing of at least 50 per cent of the total number of members, convene a special general meeting of the ANRPB.

(3) A requisition of members for a special general meeting:

(a) must state the purpose or purposes of the meeting,

(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.

(4) If the Board 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.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

29. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ANRPB, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

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

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30 Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Four members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) 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.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as chair at each general meeting of the ANRPB.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chair.

32. Adjournment

(1) The chair 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.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the ANRPB stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

(1) A question arising at a general meeting of the ANRPB is to be determined by either:

(a) consensus, or members voicing their approval or non-approval via telephone or Zoom meeting

(b) if on the motion of the chair or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

(2) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair.

34. Special resolutions

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

35. Voting

(1) On any question arising at a general meeting of the **ANRPB** Executive a member has one vote only.

(2) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a casting vote.

(3). Proxy voting must not be undertaken at or in respect of a general meeting.

(4). The ANRPB may hold a postal or E-mail ballot to determine any issue or proposal (other than an appeal under clause 12).

Part 5 Miscellaneous

36. Insurance

The ANRPB must organize and maintain insurance to protect Board members against unforeseen liabilities.

37. Funds—sources

(1) The funds of the ANRPB are to be derived from such other sources as the Board determines. Including fundraising activities or pledges from individuals, clubs, organizations, associations or federations.

(2) All money received by the ANRPB must be deposited as soon as practicable and without deduction to the credit of the ANRPB's bank or other authorized deposit-taking institution account.

(3) The ANRPB must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds—management

(1) Subject to any resolution passed by the ANRPB in general meeting, the funds of the ANRPB are to be used in pursuance of the objects of the ANRPB in such manner as the Board determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorized by any 2 of the following; president/chair, secretary and treasurer. Where the secretary and treasurer positions are combined the vice-president may also authorize payments in the absence of the president.

39. Change of name, objects and constitution

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

40. Custody of books

Except as otherwise provided by this constitution, the public officer must keep in their custody or under their control all records, books and other documents relating to the ANRPB.

41. Inspection of books

(1) The following documents must be open to inspection, free of charge, by a member of the ANRPB at any reasonable hour:

(a) records, books and other financial documents of the ANRPB,

(b) this constitution,

(c) minutes of all Board meetings and general meetings of the ANRPB.

(2) A member of the ANRPB may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. Service of notices

(1) For the purpose of this constitution, 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.

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

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date 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.

43. Financial year

The financial year of the ANRPB is:

(a) the period of time commencing on the date of incorporation of the ANRPB and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year of the ANRPB, commencing on 1 July and ending on the following 30 June.

44. Winding Up

The ANRPB may be wound up voluntarily by special resolution or as otherwise provided in the Act.

45. Distribution of surplus property

In the event of winding up of the ANRPB all assets of the ANRPB are to be distributed to a like-minded organization in accordance with a special resolution of the ANRPB, in such a manner as not to benefit any past or present member of the ANRPB.

Approved by the ANRPB Executive on 12 April 2021


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Greg Kakoschke
President: ANRPB Inc

Review date: June 2024