



## **Australian Naturist Federation Inc.**

(Incorporated in New South Wales – INC9887536)  
(ARBN 132 042 589) (ABN 27 603 408 744)

### **Constitution**

2024

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## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

<b><i>Affiliate</i></b>	Any naturist or clothing optional group, organisation, or corporate entity that has paid affiliation membership fees to the ANF.
<b><i>committee member</i></b>	Means an office-bearer or ordinary committee member.
<b><i>exercise</i></b>	A function includes performing a duty.
<b><i>function</i></b>	Includes a power, authority, or duty.
<b><i>member</i></b>	Means an individual who is a natural person or an affiliate
<b><i>naturism</i></b>	Inclusive of the term nudism and means a way of life in harmony with nature characterised by the practice of nudity, with the intention of encouraging self-respect, respect for others and for the environment
<b><i>naturist/s</i></b>	A person or group who practices naturism/nudism, sometimes referred to as a nudist.
<b><i>office-bearer</i></b>	Means a committee member who is elected to an office referred to in clause 17(i)
<b><i>ordinary committee member</i></b>	Means a committee member who is not an officer bearer and shall also be known as ANF Officer
<b><i>register of members</i></b>	means the register of members maintained under clause 6.
<b><i>secretary,</i></b>	Of the Association, means: the person holding office under this constitution as secretary, or if no person holds that office -the public officer of the association.
<b><i>special general meeting</i></b>	Of the association, means a general meeting of the Association other than an annual general meeting.
<b><i>subcommittee</i></b>	Means a subcommittee established under clause 22.
<b><i>the Act</i></b>	Means the <i>Associations Incorporation Act 2009 (NSW)</i> .
<b><i>the association</i></b>	Means the Australian Naturist Federation (Incorporated).
<b><i>the Regulation</i></b>	Means the <i>Associations Incorporation Regulation 2022</i> .

**Note:** The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987 (NSW)* applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

## 2 Purpose and objects

The purpose of the Association shall be:

- (a) To act as the national organisation for the naturist movement in Australia.
- (b) To promote organised naturism in Australia, its ideals and activities, and its good public image.
- (c) To safeguard and serve the individual and collective interests of affiliates of the Association and to consolidate and preserve the unity of the organised naturist *movement in Australia*.
- (d) To assist in the formation of clubs/organizations whose objects are in concordance with this Constitution and to encourage them to become active affiliate organizations of the Association.
- (e) To promote sporting and cultural interests and activities for its members.
- (f) To support naturist clubs/organisation's and/or individual naturists through sponsorship, loans, or grants.
- (g) To maintain contact with naturists and kindred organisation's throughout the world.
- (h) To promote and act in an environmentally responsible manner.
- (i) To promote the legislation and development of public venues for naturists in Australia and subsequently to assist in the formation of and liaison with support groups.
- (j) To construct, purchase, lease or otherwise acquire buildings, real or personal property or carry out works that may be necessary and appropriate in the attainment of the objects of the Association and to borrow, raise or give security for any money on such terms as the annual general meeting shall determine.
- (k) To produce or assist in the production of any promotional material relevant to the Association, in any chosen format.
- (l) To promote and encourage youth participation, and
- (m) To engage in and/or support any other activities in accordance with the principles and ideals of naturism.

## 3 Powers generally

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieving its purpose and objects.
- (2) Without limiting sub-clause (1), the Association may:
  - (a) Subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club or resort which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association.
  - (b) The Association may buy, sell, and deal in all kinds of articles,

commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

- (c) Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that if the Association takes or holds any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) Enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, to obtain from any such Government or Authority any rights, privileges, and concessions which the Association may think desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) Appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (f) Remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures, or other securities of the Association, or in or about the Association or promotion of the Association's objects.
- (g) Construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (h) Invest and deal with the money of the Association, not immediately required, in such a manner as may from time to time be thought fit.
- (i) Take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (j) the Association may lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- (k) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the

Association's property or assets present or future and to purchase, redeem or pay-off any such securities.

- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) The Association may sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.
- (n) To take or hold mortgages, liens, or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-clause (c).
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (q) To produce informational materials in any format that the Association deems desirable for the promotion of its objects.
- (r) The Association may amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or other members to an extent at least as great as that imposed upon the Association.
- (s) The Association may transfer all or any part of the property, assets, liabilities, and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (t) The Association purchases or otherwise acquires and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- (w) Delegate to the General Committee the power and authority to create, delete or make changes to By-laws, standing orders, policies, rules, procedures, processes or the like which are not inconsistent with achieving the purposes and objectives of the Association.
- (x) Delegate to the General Committee the power and authority to administer the Association in all matters except as otherwise restricted or provided for in the Act, this Constitution, or the By-laws

## **Part 2 Members of association.**

### **4 Membership generally**

- (1) An individual is taken to be a member of the Association if:
  - (a) the person applied to be a member under clause 5(1) and the application has been approved, or
  - (b) the person was one of the individuals on whose behalf an application for registration of the Association was made under the Act, section 6(1)(a), or
  - (c) the person was:
    - i. for an unincorporated body registered as the Association – a member of the body immediately before the registration, or
    - ii. for a registrable corporation registered as the Association – a member of the corporation immediately before the registration, or
    - iii. for an association that was amalgamated to form the relevant Association – a member of the existing association immediately before the amalgamation.
- (2) An affiliate, who is not an individual, is eligible to be a member of the association.
- (3) The class of individual members and affiliates will be detailed within the association's By-laws.

### **5 Membership applications**

- (1) For the purpose of clauses 5 and 6, a 'person' shall have the meaning of an individual or affiliate.
- (2) An application by a person to be a member of the Association must be:
  - (a) made in writing, and
  - (b) in the form determined by the General Committee, and
  - (c) lodged with the individual member administrator or affiliate administrator.
- (3) The General Committee may determine that an application may be made or lodged by email or other electronic means.
- (4) As soon as practicable after the individual member administrator or affiliate administrator has validated the application, the officer must:
  - (a) give the applicant written notice of the decision, by email or other electronic means if determined by the General Committee, and
  - (b) if the application is approved – inform the applicant that the applicant is required to pay the annual subscription fee payable under clause 7 within 14 days of the day the applicant received the notice.
- (5) The individual member administrator or affiliate administrator must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee.
- (6) The applicant becomes a member once the applicant's name is entered in the register.



## 6 Register of members

- (1) The individual member administrator or affiliate administrator must establish and maintain a register of members of the Association.
- (2) The register:
  - (a) will be in electronic form, and:
  - (b) must include, for each individual member:
    - i. the member's full name, and
    - ii. a residential, postal or email address, and
    - iii. the date on which the person became a member, and
    - iv. if the person ceases to be a member – the date on which the person ceased to be a member, and
    - v. by law of Incorporation, it must be kept in New South Wales:  
**Note:** the Association has no premises, therefore the Register of Members will be maintained electronically on a secure server and must be able to be converted to a printed copy, if required.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (2)(d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the General Committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection, unless the member accessing or using that information is performing a function of their office.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
  - (a) the information is used to send the member:
    - i. a newsletter, or
    - ii. a notice for a meeting or other event relating to the Association, or
    - iii. other material relating to the Association, or
  - (b) It is necessary to comply with a requirement of the Act or the Regulation.

## 7 Fees and subscriptions

- (1) A member must pay to the association an annual fee and any other fees listed or detailed on the website of the Association
- (2) The date that the membership fee is due will be defined within the Association's By-laws.
- (3) A sponsor must pay to the Association an annual fee and any other fees listed or detailed on the website of the association

## **8 Members' liabilities**

- (1) The liability of a member of the Association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 7
  - (a) the debts and liabilities of the Association,
  - (b) the costs, charges, and expenses of the winding up of the Association.

## **9 Disciplinary action against members**

- (1) A person may make a complaint to the General Committee that a member of the Association has:
  - (a) failed to comply with a provision of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the Association.
- (2) The General Committee may refuse to deal with a complaint if the General Committee considers the complaint is trivial or vexatious.
- (3) If the General Committee decides to deal with the complaint, the committee must:
  - (a) serve notice of the complaint on the member, and
  - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the General Committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The General Committee may, by resolution, expel the member from the Association or suspend the member's membership if, after considering the complaint, the General Committee is satisfied that:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) expulsion or suspension is warranted.
- (5) If the General Committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) the reasons given by the General Committee for taking the action, and
  - (c) the member's right of appeal under clause 10.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day after the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period – the day the Association confirms the resolution under clause 10.

## **10 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the General Committee under clause 9 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the General Committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the General Committee must call a general meeting of the Association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the General Committee must be given the opportunity to state the General Committee's case orally or in writing, or both, and
  - (d) members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

## 11 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
  - (a) a dispute between two or more members of the Association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between one or more members and the Association.
- (2) If the dispute is not resolved by mediation within three months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 12 Membership entitlements not transferable

- (1) A right, privilege, or obligation that a person/organisation has because the person/organisation is a member of the Association:
  - (a) cannot be transferred to another person/organisation, and
  - (b) terminates once the person/organisation ceases to be a member of the Association.

## 13 Member resignation

- (1) A member of the Association may resign from being a member by giving the secretary written notice of at least one month, or another period determined by the General Committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

## 14 Cessation of membership

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns from being a member, or
  - (c) is expelled from the Association, or
  - (d) fails to pay the annual subscription fee payable under clause 7 within 30 days of the due date.
- (2) A member who ceases being a member under sub clause (1) shall not be entitled to a pro-rata refund of any subscriptions that have been paid.

## 15 Affiliations, Partnerships and Alliances

- (1) The Association supports the formation of strategic affiliations, partnerships and/or alliances with other organisations or individuals that share the same purpose and objectives as the association.
- (2) Such organisation's will be categorized as:
  - (a) Affiliates,
  - (b) Sponsors, and
  - (c) Allies/supporters
- (3) Individuals and organisations categorized under clause 15 (b) (ii) and (iii) shall not be members of the Association or entitled to any other rights under this constitution.

## Part 3 Management of Association

### 16 Functions of Executive and General Committees

- (1) Subject to the Act, the Regulation, this constitution, the Association's By-Laws, and any resolution passed by the Association in general meeting, the Executive and General Committees:
  - (a) are to control and manage the affairs of the Association, and
  - (b) may exercise all the functions that may be exercised by the Association, other than a function that is required to be exercised by the Association in general meeting, and
  - (c) have power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.
  - (d) From time to time formulate, amend, and delete By-laws consistent with clause 2, if they are not inconsistent with the provisions of this constitution.

### 17 Composition of Executive Committee

- (1) The Executive Committee shall have minimum four (4) members, as elected in accordance with clause 19, consisting of:
  - (a) the following office-bearers will be included within the Executive::
    - i. the President,

- ii. the Vice-president,
  - iii. the Secretary,
  - iv. the Treasurer,
- (b) The Executive Committee shall have the power in all ordinary business administration in the day to day running of the Association.
  - (c) Shall meet on an as required basis, and all meetings that result in decisions being made shall be recorded and saved within minutes guidelines.
- (2) An office-bearer may hold up to two (2) offices of the Executive Committee, other than both the offices of president and vice-president.
  - (3) There shall be no more than two members from the same affiliate or club on the Executive Committee
  - (4) The Executive Committee shall have the power to co-opt an ordinary committee member to the Executive Committee, on either a full-time, part-time or casual basis, to provide advice and guidance in relation to any subject matter.
  - (5) At least three (3) Executive Committee members will constitute the quorum.
    - (a) If a matter requires the decision of the Executive Committee and a quorum is not achieved, the matter will be referred to the General Committee.

**Note** – The Act, section 28, contains requirements relating to membership eligibility and composition of the committee.

## 18 Composition of General Committee

- (1) The General Committee shall be composed of the following positions:
  - (a) President,
  - (b) Vice president,
  - (c) Secretary,
  - (d) Treasurer,
  - (e) Assistant Secretary,
  - (f) Assistant Treasurer,
  - (g) Public Relations Officer,
  - (h) State Representatives,
  - (i) Webmaster,
  - (j) Individual Membership Administrator,
  - (k) Affiliate Administrator
- (2) the ordinary committee members shall be known as ANF Officers and elected in accordance with clause 19.
- (3) The General Committee shall have the power to co-opt a member to an appointed position on the General Committee, on either a full time, part-time or casual basis, to provide advice and guidance, and to undertake duties that require specific skill sets in relation to any subject matter.

## 19 Election of Executive and General Committee

- (1) Any Individual member of the Association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
  - (a) made in writing on a form approved by the Association, and
  - (b) signed by at one (1) member of the Association, not including the candidate, and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) lodged with the secretary at least seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If there is only one nomination for a position, then it is deemed filed by that nominee.
- (4) if insufficient nominations are received to fill a vacant position:
  - (a) a call for further nominations must be made at the meeting a nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
  - (b) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (5) If there is more than one nomination for any vacant position, then a ballot must be held at the meeting in the way directed by the General Committee.

## 20 Terms of office

- (1) Subject to this constitution, the term of office for a committee member elected to positions under clause 17(1)(a) and clause 18(1)(e),(f) shall be for two (2) years from the day the member is elected until immediately before the next annual general meeting, subject to clause 20(2).
- (2) To ensure continuity in the management of the Association periods of office will be rotated on the following basis.
  - (a) The office of President, Treasurer and Assistant Secretary shall become vacant on the even numbered years of annual general meetings.
  - (b) The office of Vice President, Secretary, and Assistant Treasurer shall become vacant on the odd numbered years of the annual general meetings.
- (1) All other General Committee member who are not elected under clause 20(1), shall hold office of a period of one (1) year, from the date that the member is elected or until immediately before the next annual general meeting, whichever occurs first.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

## 21 Vacancies in office

- (1) A casual vacancy in the office of an Executive or General Committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) resigns from office by written notice given to the secretary, or
  - (d) is removed from office by the Association under this clause, or
  - (e) is absent from three consecutive meetings of the Executive or General Committee without the consent of the Executive or General Committee, or
  - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The Association in general meeting may, by resolution:
  - (a) remove a General Committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the balance of the General Committee member's term of office.
- (3) A General Committee member to whom a proposed resolution referred to in clause 21(2) relates may:
  - (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the General Committee send a copy of the statement to each member of the Association at least seven 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the General Committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The General Committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from the office of an Executive or General Committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting applicable under clause 20(2).

## 22 Delegation to subcommittees

- (1) The Executive or General Committees may:
  - (a) establish one (1) or more subcommittees to assist the Executive or General Committee to exercise the committee's functions, and



- (b) appoint one (1) or more members of the Association to be the members of the subcommittee.
- (2) The Executive or General Committee may delegate to a subcommittee the exercise of the Executive or General Committee's functions specified in the instrument, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the Executive or General Committee by the Act or another law.
- (3) The President shall be an ex officio member of any subcommittees formed.  
**Note:** *The Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

## Part 4 Procedure

### 23 General Committee meetings

- (1) The General Committee must meet at least 6 times in each 12-month period at the place and time determined by the General Committee.
- (2) Additional meetings of the General Committee may be called by any General Committee member
- (3) The committee meeting shall be conducted in accordance with the Association's Standing Orders.  
**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

### 24 Notice of a General Committee meeting

- (1) The secretary must give each General Committee member oral or written notice of a meeting of a General Committee at least 48 hours, or another period on which the General Committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business that the General Committee members present at the meeting unanimously agree is urgent business.

### 25 Quorum

- (1) The quorum for a meeting of the General Committee is three (3) committee members.
- (2) No business may be transacted by a General Committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, and



- (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of General Committee members is less than the number required to constitute a quorum for a General Committee meeting, the General Committee members may appoint one or more members of the Association as General Committee members to enable the quorum to be constituted.
- (6) A General Committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committees to constitute a quorum.

## **26 Presiding committee member**

- (1) The following committee member presides at a meeting of the Executive or General Committee:
  - (a) the President,
  - (b) if the President is absent – the Vice-President,
  - (c) if both the President and Vice-President are absent – one (1) of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes – a second or casting vote.

## **27 Voting**

- (1) A decision supported by a majority of the votes cast at a meeting of a committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- (2) If a committee member holds more than one office on a committee, the committee member will have only one (1) deliberate vote.

## **28 Acts valid despite vacancies or defects**

- (1) Subject to clause 21 (1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

## **29 Transaction of business outside meetings or by telephone or other means**

- (1) A committee may transact its business by the circulation of papers, including by electronic means, among all committee members.

- (2) If a committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) A committee may transact its business at a meeting at which one or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

**Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

## Part 5 Meetings of association

### 30 Annual general meetings

- (1) The Association must hold the association's first annual general meeting within 18 months of the day the Association was registered under the Act.
- (2) The Association must hold subsequent annual general meetings within:
  - (a) 6 months of the last day of the Association's financial year, or
  - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the General Committee.
- (4) The business that may be transacted at an Annual General Meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - (b) receiving reports from the committees on the Association's activities during the previous financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of the Association under the Act.
  - (e) Confirmation of the subscription fees as detailed in the By-laws.

**Note:** The Act, section 37(1) and (2) provides for when annual general meetings must be held.

### 31 Special general meetings

- (1) The General Committee may call a special general meeting whenever the General Committee thinks fit.

- (2) The General Committee must call a special general meeting if the General Committee receives a request made by at least 5% of the total number of members.
- (3) The request:
  - (a) must be in writing, and
  - (b) must state the purpose of the meeting, and
  - (c) must be signed by the members making the request, and
  - (d) may consist of more than one document in a similar form signed by one or more members, and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the General Committee fails to call a Special General Meeting within one month of the request being lodged, one or more of the members who made the request may call a Special General Meeting to be held within three months of the date the request was lodged.
- (5) A Special General Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a General Meeting called by the General Committee.

## **32 Notice of General Meeting**

- (1) The secretary must give each member notice of a General Meeting:
  - (a) if a matter to be determined at the meeting requires a special resolution – at least 21 days before the meeting, or
  - (b) otherwise – at least 14 days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed, and
  - (d) for an Annual General Meeting – that the meeting to be held is an Annual General Meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an Annual General Meeting – business referred to in clause 30(4)
- (4) A member may give written notice to the secretary of business the member wishes to raise at a General Meeting.
- (5) If the secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a General Meeting.

## **33 Quorum**

- (1) The quorum for a General Meeting is five (5) members of the Association

entitled to vote under this constitution.

- (2) No business may be transacted at a General Meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
  - (a) if called on the request of members – is dissolved, or
  - (b) otherwise – is adjourned:
    - i. to the same time of the same day in the following week, and
    - ii. to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least one day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least three (3) members present, the members present constitute a quorum.
- (5) If a quorum is not present under subclause 4 the Executive and General Committee shall remain in place, thus enabling the association to function until the next General Meeting.

### **34 Adjourned meetings**

- (1) The member presiding over a General Meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the Secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **35 Presiding member**

- (1) The following member presides at a General Meeting:
  - (a) the President,
  - (b) if the President is absent – the Vice-President,
  - (c) if both the President and Vice-President are absent – one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes – a second or casting vote.

### **36 Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:

- (a) For individuals,
    - i. is at least 18 years of age.
  - (b) For affiliates,
    - i. Has met all the eligibility requirements stipulated in the By-laws.
  - (c) has paid all money owed by the member to the Association.
- (2) Each member has one vote, except as provided by clause 35(2)(b)
  - (3) A question raised at the meeting must be decided by:
    - (a) a show of hands, or
    - (b) if clause 38 applies – an appropriate method as determined by the General Committee, or
    - (c) a written ballot, but only if:
      - i. the member presiding at the meeting moves that the question be decided by ballot, or
      - ii. at least five (5) members agree the question should be determined by ballot.
  - (4) If a question is decided using a method referred to in subclause (3)(i) or (ii), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
    - (a) a declaration by the member presiding at the meeting,
    - (b) an entry in the Association’s minutes.
  - (5) A written ballot must be conducted in accordance with the directions of the member presiding.
  - (6) A member cannot cast a vote by proxy.

### **37 Postal or electronic ballots**

- (1) The Association may hold a postal or electronic ballot, as determined by the General Committee, to decide any matter other than an appeal under clause 10.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **38 Use of technologies**

- (1) The Association may transact its business by the circulation of papers, including by electronic means, among all members of the Association.
- (2) If the Association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Association made at a General Meeting.
- (3) The Association may transact its business at a General Meeting at which one (1) or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Association for

the purposes of:

- (5) the approval of a resolution under subclause (2), or
- (6) a meeting held in accordance with subclause (3).
- (7) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Association.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

## **Part 6 Administration**

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

- (1) An application for registration of a change in the Association's name, objects or constitution made under the Act, section 10 must be made by:
  - (a) the public officer, or
  - (b) a committee member.

### **40 Amendments to the constitution**

- (1) Proposals for changes to the Constitution must be lodged with the Secretary by way of "Notices of Motion" from,
  - (a) A subcommittee that was formed for the purpose of a constitutional review.
  - (b) An individual member of the Association.
- (2) Amendments to the Constitution shall be dealt with at a General Meeting called for the purpose of dealing with a special resolution.
- (3) Copies of proposed changes to the Constitution thus affected must be sent to all members at least four weeks prior to any meeting convened under sub clause (2).

### **41 Conflicts of interest**

- (1) A member who has a material interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the meeting.
- (2) The member:
  - (a) Must not be present while the matter is being considered at the meeting, and
  - (b) Must not vote on the matter.
- (3) If a quorum cannot be achieved or maintained because the member is disqualified from voting,
  - (a) at a meeting of the Executive Committee, the matter is to be referred to the General Committee.
  - (b) at a meeting of the General Committee, the matter is to be referred to a Special General Meeting.

## 42 Funds

- (1) Subject to a resolution passed by the Association, the Association's funds may be derived from the following sources only:
  - (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations,
  - (c) other sources as determined by the General Committee.
- (2) Subject to a resolution passed by the Association, the Association's funds and assets must be used to pursue the Association's objectives in the way that the General Committee determines.
- (3) As soon as practicable after receiving money, the Association must:
  - (a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account, and
  - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

## 43 Insurance

- (1) The Association may take out and maintain insurance as appropriate for the Association's assets and liabilities.

## 44 Non-profit status

- (1) Subject to the Act and the Regulation, the Association must not conduct the Association's affairs in a way that provides a pecuniary gain for a member of the Association.

**Note:** See the Act, section 40.

## 45 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
  - (a) by delivering the notice to the person personally, or
  - (b) by sending the notice by pre-paid post to the address of the person, or
  - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - (a) for a notice given or served personally – on the date on which the notice is received by the person, or
  - (b) for a notice sent by pre-paid post – on the date on which the notice would have been delivered in the ordinary course of post, or
  - (c) for a notice sent by electronic transmission:



- i. on the date the notice was sent, or
- ii. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

## 46 Custody of records and books

- (1) Except as otherwise provided by this constitution, all records, books, and other documents relating to the association must be kept in New South Wales:
  - (a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
    - i. the public officer,
    - ii. a member of the association.
  - (b) if the association has no premises – at the association's official address, in the custody of the public officer.

## 47 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the association,
  - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by a committee, for each page copied.
- (4) A committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
  - (a) That relates to confidential, personal, commercial, employment or legal matters, or
  - (b) If a committee considers it would be prejudicial to the interests of the Association for the member to do so.

## 48 Financial year

- (1) The association's financial year is:
  - (a) the period commencing on the date of incorporation of the association and ending on the following 30 June, and
  - (b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

**Note:** The Regulation, section 21 contains a substitute clause 53 for certain associations incorporated under the *Associations Incorporation Act 1984*.



## 49 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
  - (a) with similar objects, and
  - (b) which is not carried out for the profit or gain of the organisation's members.
- (2) In this clause:
  - (a) ***surplus property*** has the same meaning as in the Act, section 65.

## Notes

This is a compilation table of Document ANF-0001 and includes the amendments and revisions made to the document. This table does not form part of the Constitution.

### Compilation table

Date	Version	Clauses Amended	Details and Comments
30/12/1968	1.0	All	First Constitution adopted
22/05/2007	2.0		New Constitution adopted for Registration as an Incorporated Association
30/12/2011	2.1	4.1, 13.8,15.1, 15.5.1, 15.5.2, 15.7.1, 15.7.3, 15.8, 15.8.1,15.8.2, 16.1.1, 16.1.2, 17.14, 17.15.1, Section18, 19.1, 19.1.1,20.2,	Varies changes as recorded in the Minutes of the 42 <sup>nd</sup> General Assembly including the name of the Federation from Australian Nudist Federation to Australian Naturist Federation.
09/01/2015	2.2		Change of Financial Year
10/04/2021	2.3	All	Redraft of Constitution
17/06/2024	3.0	All	New Constitution based on the Model provided by the Office of Fair-Trading NSW