



PROPOSED NEW CONSTITUTION 2024

CONSTITUTION

Under Associations Incorporation Act 2009

Milton Ulladulla Music Incorporated (MUM)

(Incorporation No. INC1401801)

15 February 2024

RECITAL

A. The objects of MUM are to:

- a) encourage and bring people of Milton, Ulladulla and surrounding districts the best possible experiences in music through the engagement of performers who represent excellence in their field of musical endeavour, and
- b) advance musical culture and education in the Milton Ulladulla area and for that purpose to organize a minimum of 4 concerts per annum, and assist any movement designed to promote the study, practice and knowledge of music in Milton, Ulladulla and surrounding districts.

B. To engage in such activities as may be necessary to achieve the objectives set out in Recital A.

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes a power, authority or duty.

office-bearer means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv).

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 4.

Secretary of MUM, means:

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

special general meeting, of MUM, means a general meeting of MUM other than an annual general meeting.

subcommittee means a subcommittee established under clause 20.

the Act means MUMs *Incorporation Act 2009*.

the Regulation means MUMs *Incorporation Regulation 2022*.

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

(3) To the extent that this constitution fails to address a matter referred to in Schedule 1 of MUMs *Incorporation Regulation 2016 (NSW)*, the provisions of the Model Constitution with respect to the matter are taken to be part of this constitution.

Part 2 Members of MUM

2 Membership generally

(1) An individual is taken to be a member of MUM if the person

applied to be a member under clause 3(1) and the application has been approved by the members of the committee.

(2) A person who is not an individual is not eligible to be a member of MUM.

3 Membership applications

(1) An application by a person to be a member of MUM must be:

- (a) made in writing, and
- (b) in the form determined by the committee, and

(c) lodged with the secretary.

(2) The committee may determine that an application may be made or lodged by email or other electronic means.

(3) The secretary must refer an application to the committee as soon as practicable after receiving the application.

(4) The committee must approve or reject the application.

(5) As soon as practicable after the committee has decided the application, the secretary must:

- (a) give the applicant written notice of the decision, including by email or other electronic means if determined by the 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 5 within six (6) days of the day the applicant received the notice.

(6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the annual subscription fee in accordance with subclause (5)(b).

(7) The applicant becomes a member once the applicant's name is entered in the register.

4 **Register of members**

(1) The secretary must establish and maintain a register of members of MUM.

(2) The register:

- (a) may be in written or electronic form, and
- (b) must include, for each 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
- (c) must be kept in New South Wales:
 - (i) at MUM's main premises, or
 - (ii) if MUM has no premises - at MUM's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form -must be able to be converted to hard copy.

(3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (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 committee, for each page copied.

(5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

(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 MUM, or

(iii) other material relating to MUM, or

(b) it is necessary to comply with a requirement of the Act or the Regulation.

5 Annual subscriptions

(1) The annual subscription fee to be paid to MUM by a person whose application to be a member of MUM has been approved is an amount determined by the committee from time to time.

(2) A member must pay to MUM an annual subscription fee of an amount determined by the committee from time to time.

(a) if the member becomes a member on or after the first day of the financial year of MUM in a calendar year:

(i) in accordance with clause 3(5)(b), and

(ii) before the first day of the financial year of MUM in each subsequent calendar year, or

(b) otherwise - before the first day of the financial year of MUM in each calendar year.

6 Members' liabilities

The liability of a member of MUM to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

(a) the debts and liabilities of MUM,

(b) the costs, charges and expenses of the winding up of MUM.

7 Disciplinary action against members

(1) A person may make a complaint to the committee that a member of MUM has:

(a) failed to comply with a provision of this constitution, or

(b) wilfully acted in a way prejudicial to the interests of MUM.

(2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

(3) If the 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 committee about the complaint, and
- (c) consider any submissions made by the member.

(4) The committee may, by resolution, expel the member from MUM or suspend the member's membership if, after considering the complaint, the committee is satisfied that:

- (a) the facts alleged in the complaint have been proved, and
- (b) the expulsion or suspension is warranted.

(5) If the 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 committee for taking the action, and
- (c) the member's right of appeal under clause 8.

(6) The expulsion or suspension does not take effect until the later of the following:

- (a) the day 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 MUM confirms the resolution under clause 8.

8 Right of appeal against disciplinary action

(1) A member may appeal against a resolution of the committee under clause 7 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 committee that the secretary has received a notice of appeal.

(4) If notified that a notice has been received, the committee must call a general meeting of MUM 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 committee must be given the opportunity to state the committee's case orally or in writing, or both, and

(d) the 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.

9 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 2 or more members of MUM, but only if the dispute is between the members in their capacity as members, or

(b) a dispute between 1 or more members and MUM.

(2) If the dispute is not resolved by mediation within 3 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.

10 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of MUM:

(a) cannot be transferred to another person, and

(b) terminates once the person ceases to be a member of MUM.

11 Member resignation

(1) A member of MUM may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.

(2) The member ceases to be a member on the expiration of the notice period.

12 Cessation of membership

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

(a) dies, or

(b) resigns from being a member, or

(c) is expelled from MUM, or

(d) fails to pay the annual subscription fee payable under clause 5(2) within 3 months of the due date.

Part 3 Committee

Division 1 Constitution

13 Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by MUM in general meeting, the committee:

(a) is to control and manage the affairs of MUM, and

(b) may exercise all the functions that may be exercised by association, other than a function that is required to be exercised by MUM in general meeting, and

(c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of MUM.

14 Composition of committee

(1) The committee must have 7 members, as elected in accordance with clause 15, consisting of:

(a) the following office-bearers:

(i) the president,

(ii) the vice-president,

(iii) the secretary,

(iv) the treasurer, and

(b) at least 3 ordinary committee members for, *inter alia*, the positions of Concert/Programme Manager, Publicity Officer and Public Officer.

(2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

15 Election of committee members

(1) Any member of MUM 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, and

(b) signed by at least 2 members of MUM, not including the candidate, and

(c) accompanied by the written consent of the candidate to the nomination, and

(d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

(3) If insufficient nominations are received to fill all vacancies:

(a) the candidates nominated are taken to be elected, and

(b) a call for further nominations must be made at the meeting.

(4) 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.

(5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

16 **Terms of office**

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (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.

17 **Vacancies in office**

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of MUM, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by MUM under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the 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) MUM in general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of MUM to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of MUM at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the 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 committee may appoint a member of MUM to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.

(6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

18 **Secretary**

(1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with MUM specifying the secretary's address.

(2) The secretary must keep minutes of:

(a) all elections of committee members, and

(b) the names of committee members present at a meeting of the committee or a general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) The minutes must be:

(a) kept in written or electronic form, and

(b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:

(i) the member who presided at the meeting, or

(ii) the member presiding at the subsequent meeting.

19 **Treasurer**

The treasurer of MUM must ensure—

(a) all money owed to MUM is collected, and

(b) all payments authorised by MUM are made, and

(c) correct books and accounts are kept showing the financial affairs of MUM, including full details of receipts and expenditure relating to MUM's activities.

20 **Delegation to subcommittees**

(1) The committee may:

(a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and

(b) appoint 1 or more members of MUM to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

(a) this power of delegation, or

(b) a duty imposed on the committee by the Act or another law.

Division 2 Procedure

21 **Committee meetings**

(1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.

(2) Additional meetings of the committee may be called by any committee member.

(3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

22 Notice of committee meeting

(1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the 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 committee members present at the meeting unanimously agree is urgent business.

23 Quorum

(1) The quorum for a meeting of the committee is 3 committee members.

(2) No business may be transacted by the 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 committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of MUM as committee members to enable the quorum to be constituted.

(6) A 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 17 applies.

24 Presiding committee member

(1) The following committee member presides at a meeting of the committee:

(a) the president,

(b) if the president is absent - the vice-president,

(c) if both the president and vice-president are absent - 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.

25 **Voting**

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

26 **Acts valid despite vacancies or defects**

(1) Subject to clause 23(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.

27 Transaction of business outside meetings or by telephone or other means

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

(2) If the 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) The committee may transact its business at a meeting at which 1 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.

Part 4 General meetings of association

28 Annual general meetings

(1) MUM must hold its annual general meetings within:

(a) 6 months of the last day of MUM's financial year, or

(b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).

(2) 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 committee.

(3) 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 committee on MUM'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 MUM under the Act.

29 **Special general meetings**

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the 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 1 document in a similar form signed by 1 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 committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 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 committee.

30 **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 28(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.

31 Quorum

- (1) The quorum for a general meeting is 5 members of MUM 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 1 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 3 members present, the members present constitute a quorum.

32 Adjourned meetings

- (1) The member presiding at 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.

33 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 - 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.

34 **Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the member to MUM.
- (2) Each member has 1 vote, except as provided by clause 33(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 36 applies - an appropriate method as determined by the 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 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), 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 MUM's minute book.
- (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.

35 **Postal or electronic ballots**

- (1) MUM may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

36 Transaction of business outside meetings or by telephone or other means

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

(2) If MUM 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 MUM made at a general meeting.

(3) MUM may transact its business at a general meeting at which 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 MUM 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 MUM.

Part 5 Administration

37 Change of name, objects or constitution

An application for registration of a change in MUM's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

38 Funds

(1) Subject to a resolution passed by MUM, MUM's funds may be derived from the following sources only:

- (a) the annual subscription fees payable by members,
- (b) fees payable by attendees of its concerts,
- (c) donations,
- (d) other sources as determined by the committee.

(2) Subject to a resolution passed by MUM, MUM's funds and assets must be used to pursue MUM's objects in the way that the committee determines.

(3) As soon as practicable after receiving money, MUM must:

(a) deposit the money, without deduction, to the credit of MUM'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) All cheques and other negotiable instrument must be signed by 2 authorised signatories.

39 Insurance

MUM may take out and maintain insurance as appropriate for MUM's assets and liabilities.

40 Non-profit status

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

Note: See the Act, section 40.

41 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.

42 Custody of records and books

Except as otherwise provided by this constitution, all records, books and other documents relating to MUM must be kept in New South Wales:

- (a) at MUM'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 MUM, or
- (b) if MUM has no premises - at MUM's official address, in the custody of the public officer.

43 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of MUM at a reasonable time:
 - (a) this constitution,

- (b) minutes of committee meetings and general meetings of MUM,
- (c) records, books and other documents relating to MUM.

(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 the committee, for each page copied.

(4) The 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 the committee considers it would be prejudicial to the interests of MUM for the member to do so.

44 Financial Year

MUM's financial year commences on the first day of January of each year and ends on the thirty-first day of December each year.

45 Distribution of property on winding up

(1) Subject to the Act and the Regulation, in a winding up of MUM, the surplus property of MUM must be transferred to another organisation:

- (a) with similar objects, and
- (b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:

surplus property has the same meaning as in the Act, section 65.

46 Appointment of Proxy

- (a) A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- (b) A proxy does not need to be a member.
- (c) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (i) speak at the meeting, and
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment).
- (d) An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (i) the member's name and address,
 - (ii) the proxy's name, and
 - (iii) the meeting(s) at which the appointment may be used.

- (e) Proxy forms must be received by MUM at the email address stated on the proxy form.
- (f) Unless MUM receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (iv) Dies,
 - (v) is mentally incapacitated,
 - (vi) revokes the proxy's appointment.
- (g) A proxy appointment may specify the way the proxy must vote on a particular resolution.
