



Katoomba Men's Shed
Building Better Blokes

Katoomba Men's Shed Inc. Rules (Constitution)

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Katoomba Men's Shed Inc.

Rules (Constitution)

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Part 1: Preliminary

Name

1. The Association shall be known as The Katoomba Men's Shed Inc. (an Incorporated Association).

Objects

2. The objects of the Shed are to advance the health and well-being of our members by providing a safe and happy environment where skilled and unskilled men can, in the company of other men,
 - (a) Pursue hobbies, pastimes and interests
 - (b) Learn new skills, practice and pass on old skills
 - (c) Learn about their own and other men's health and well-being
 - (d) By their efforts, contribute to their families, their friends, the Shed and their community
 - (e) Mentor younger men

Not for Profit

3. The Shed is a not-for-profit association and accordingly:
 - (a) The assets and income of the Shed shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Shed except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation and
 - (b) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - gifts of money or property for the principal purpose of the organisation
 - contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - money received by the organisation because of such gifts and contributions

Definitions

4. In these rules:
 - (a) **The Shed** means The Katoomba Men's Shed Inc.
 - (b) **Director-General** means the Director-General of the Department of Services, Technology and Administration..
 - (c) **Committee member** means a member of the Management Committee
 - (d) **Secretary** means:
 - the person holding office under these rules as Secretary of the Shed, or
 - if no such person holds that office – the public officer of the Shed.
 - (e) **special general meeting** means a general meeting of the Shed other than an annual general meeting.
 - (f) **the Act** means the *Associations Incorporation Act 2009*.
 - (g) **the Regulation** means the *Associations Incorporation Regulation 2010*.

5. In these rules:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
6. The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2: Membership

Membership qualifications

7. Membership of the Shed is open to individuals, agencies or organisations concerned with men's issues in our community who support the Shed objects as set out in Rule 2.
8. A member may be a natural person, an incorporated or unincorporated association, or an agency or department of government.
9. A member must apply for membership of the Shed as provided by Rule 13 and must be approved for membership of the Shed by the Management Committee.

Classes of Membership

10. Individual membership – open to natural persons.
11. Sponsor membership – open to organisations who desire to support the Shed or its activities. A sponsor member may nominate a natural person to vote on their behalf at Shed meetings. This person may not be an individual member of the Shed. The nominee may be varied by written notice to the Secretary of the Shed.
12. Life membership - The Shed may, by Special Resolution, grant Life membership to a member in recognition of long and outstanding service to the Shed and the local community. A life membership resolution may not be proposed if the current number of life members exceeds 3 percent of total shed membership in the current year.

Application for membership

13. An application for membership of the Shed:
 - (a) must be made in writing in the form set out in Appendix 1 to these rules or any other form approved by a resolution of the Management Committee, and
 - (b) must be lodged with the Secretary of the Shed.
14. As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Management Committee which is to determine whether to approve or to reject the application.
15. As soon as practicable after the Management Committee makes that determination, the Secretary must:
 - (a) notify the applicant, in writing, that the Management Committee approved or rejected the application (whichever is applicable), and
 - (b) if the Management Committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under these rules by a member as entrance fee and annual subscription.

16. The Secretary must, on payment by the applicant of the amounts referred to in Rule 15(b) within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Shed.

Cessation of membership

17. A person ceases to be a member of the Shed if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) does not pay any monies due to the Shed for fees, subscriptions, or any other amount owing in respect of membership within 90 days of the due date for payment or
 - (d) is expelled from the Shed.

Membership entitlements not transferable

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

Resignation of membership

19. A member of the Shed who has paid all amounts payable by the member to the Shed in respect of the member's membership may resign from membership of the Shed by first giving to the Secretary written notice of at least one month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
20. If a member of the Shed ceases to be a member under Rule 19 and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

Register of members

21. The Secretary of the Shed must establish and maintain a register of members of the Shed specifying:
 - (a) the name and address of each member of the Shed,
 - (b) their email address,
 - (c) the name and address of the nominated representative of a corporate member who may vote and receive notices on behalf of that member and
 - (d) the date on which the person became a member.
22. The register of members may be kept in electronic form.
23. The register of members must be kept at the principal place of administration of the Shed and must be open for inspection, free of charge, by any member of the Shed at any reasonable hour.

24. A member of the Shed may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Management Committee, that other amount.
25. If a member requests that particular information contained in the register and relating to them should not be available for inspection, that information must not be made available for inspection. This rule does not apply to the member's name in the register.
26. 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 Shed or other material relating to the Shed, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

Fees and subscriptions

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

Members' liabilities

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

Resolution of internal disputes

31. Disputes between members (in their capacity as members) of the Shed, and disputes between members and the Shed, that cannot be resolved within the Shed are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
32. 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.
33. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Disciplining of members

34. A complaint may be made to the Management Committee by any member that a member of the Shed:
 - (a) has refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Shed.
35. The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

36. If the Management Committee decides to deal with the complaint, the Management Committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
37. The Management Committee may, by resolution, expel the member from the Shed or suspend the member from membership of the Shed if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
38. If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under rules 40 to 44.
39. The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Shed confirms the resolution under Rule 44, whichever is the later.

Right of appeal of disciplined member

40. A member may appeal to the Shed in general meeting against a resolution of the Management Committee under Rule 37, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
41. 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.
42. On receipt of a notice from a member under Rule 37 the Secretary must notify the Management Committee which is to convene a general meeting of the Shed to be held within 28 days after the date on which the Secretary received the notice.
43. At a general meeting of the Shed convened under Rule 42:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
44. If at the general meeting the Shed passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3: The Management Committee

Powers of the Management Committee

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

Constitution and membership

46. The Management Committee is to consist of the following: :

- (a) the President
- (b) the vice-President
- (c) the Treasurer,
- (d) the Secretary
- (e) the Public Officer and
- (f) sufficient ordinary members

to make a total management committee of 8 members.

47. The officers of the Shed are: the President, the vice-President, the Treasurer and the Secretary.
48. A committee member may hold up to 2 offices (other than both the president and vice-president offices).
49. Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
50. The President shall not serve more than 3 consecutive terms of office as president.

Election of Committee members

51. Nominations of candidates for election as members of the Management Committee:
- (a) must be made in writing, signed by 2 members of the Shed and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Shed prior to the commencement of the annual general meeting at which the election is to take place.
52. If insufficient nominations are received to fill all vacancies on the Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
53. If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.

54. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
55. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
56. The ballot for the election of Committee members is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.

Secretary

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

Treasurer

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

Casual vacancies in the Management Committee

61. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association 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.
62. For the purposes of these rules, a casual vacancy in the Management Committee occurs if the Committee member:
 - (a) dies, or
 - (b) ceases to be a member of the Shed, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under rule 63, or
 - (f) becomes incapacitated, or
 - (g) is absent without the consent of the Management Committee from all meetings of the Management Committee held during a period of 3 months.
 - (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.

Removal of a member of the Management Committee

- 63. The Shed in general meeting may by resolution remove any Committee member from the Management Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 64. If the Committee member to whom a proposed resolution referred to in Rule 63 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Shed, the Secretary or the President may send a copy of the representations to each member of the Shed or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Meetings and quorum

- 65. The Management Committee must meet at least 10 times in each period of 12 months at such place and time as the Management Committee may determine.
- 66. Additional meetings of the Management Committee may be convened by the President or by any other Committee member.
- 67. An agenda for a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- 68. Any 4 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 69. No business is to be transacted by the Management Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 70. 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.
- 71. At a meeting of the Management Committee:
 - (a) the President or, in the President's absence, the vice-President is to preside, or
 - (b) if the President and the vice-President are absent or unwilling to act, such one of the remaining Committee members as may be chosen by the members present at the meeting is to preside.

Appointment of Sub-Committees

- 72. The Management Committee may, by resolution, appoint one or more sub-committees (consisting of at least one Committee member together with such member or members of the Shed as the Management Committee thinks fit) to advise the Management Committee on various matters including:
 - (a) Operations

- (b) Membership
- (c) Finance

- 73. The Management Committee may, by resolution, revoke wholly or in part any appointment under Rule 72.
- 74. A sub-committee may meet and adjourn, as it thinks proper, and may invite experts to attend its meetings to advise on matters relevant to the work of the sub-committee.

Voting and decisions

- 75. Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- 76. A Committee member who has a conflict of interest in any matter before the Management Committee must disclose that interest and must abstain from any discussion or vote on that matter.
- 77. Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 78. Subject to Rule 68, the Management Committee may act despite any vacancy on the Management Committee.
- 79. Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a subcommittee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

Part 4: General meetings

Annual general meetings – holding of

- 80. The Shed must hold its annual general meeting:
 - (a) within 6 months after the close of the Shed's financial year . or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

Annual general meetings – calling of and business at

- 81. The annual general meeting of the Shed is, subject to the Act and to Rule 80 , to be convened on such date and at such place and time as the Management Committee thinks fit.
- 82. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Management Committee reports on the activities of the Shed during the last preceding financial year,
 - (c) to elect officers and ordinary members of the Management Committee,

(d) to receive and consider the statement which is required to be submitted to members under the Act.

83. An annual general meeting must be specified as such in the notice convening it.

Special general meetings – calling of

84. The Management Committee may, whenever it thinks fit, convene a special general meeting of the Shed.

85. The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Shed.

86. A requisition of members for a special general meeting:

- (a) must state the purpose or purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the Secretary, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

87. If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, 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.

88. A special general meeting convened by a member or members as referred to in Rule 87 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee..

Notice

89. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the Secretary must, at least 7 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

90. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Shed, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 89, the intention to propose the resolution as a special resolution.

91. 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.

92. Notice may be sent by email to the email address of the member which is recorded in the register of members.

Procedure

93. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

94. Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
95. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
 - (c) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

Presiding member

96. The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Shed.
97. If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

Adjournment

98. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
99. If a general meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting to each member of the Shed stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
100. Except as provided in Rule 99, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

Making of decisions

101. A question arising at a general meeting of the Shed is to be determined by either:
 - (a) a show of hands,
 - (b) on the motion of the chairperson or if 3 or more members present in person or by proxy at the meeting decide that the question should be determined by a written ballot—a written ballot.
102. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

Special resolution

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

Voting

104. On any question arising at a general meeting of the Shed a member has one vote only.
105. All votes must be given personally, by corporate representative or by proxy but no member, excepting the President, may hold more than 3 proxies.
106. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
107. A member, a corporate representative or a proxy is not entitled to vote at any general meeting of the Shed unless all money due and payable by the member or proxy to the Shed has been paid.
108. A member is not entitled to vote at any general meeting of the Shed if the member is under 18 years of age.

Appointment of proxies

109. Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
110. The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules or any other form approved by a resolution of the Management Committee.

Part 5: Miscellaneous

Postal ballots

111. Postal ballots must not be undertaken in respect of any meeting or issue at the Shed.

Insurance

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

Funds – source

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

Funds – management

116. Subject to any resolution passed by the Shed in general meeting, the funds of the Shed are to be used in pursuance of the objects of the Shed in such manner as the Management Committee determines.
117. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Management Committee or employees of the Shed, being members or employees authorised to do so by the Management Committee.

Alteration of objects and rules

118. These rules may be altered or added to only by a special resolution of the Shed.
119. Once altered, an application to the Director-General for registration of a change in the Shed'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.

Custody of books

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

Inspection of books

121. The following documents must be open to inspection, free of charge, by a member of the Shed at any reasonable hour:
 - (a) records, books and other financial documents of the Shed,
 - (b) these rules ,
 - (c) minutes of all committee meetings and general meetings of the Shed.

unless the Committee determines that any record contains personal information relating to a member or information that is commercial-in-confidence.

122. A member of the Shed may obtain a copy of any of the documents referred to in Rule 123 on payment of a fee per page copied as specified by the Management Committee. Such a fee should be based on the cost of providing the copies.

Service of notices

123. For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
124. For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission, email 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.

Financial year

125. The financial year of the Shed commences on 1 January each year and ends on the following 31 December.

Appendix 2.

Katoomba Men's Shed Inc. Form of Appointment Of Proxy

I,
(full name)

of
(address)

being a member of the Shed hereby appoint

.....
(full name of proxy)

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

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

* to be inserted if desired.

.....

Signature of member appointing proxy

Date

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