



**Constitution
of
The Metropolitan Wine and Food
Society of Sydney Incorporated**

Registered No. Y13780.23

Under the Associations Incorporation Act 2009

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Part 1 - Preliminary

1. Name

The name of the incorporated association is *The Metropolitan Wine and Food Society of Sydney Inc.*

The Metropolitan Wine and Food Society of Sydney was formed on 30 January 1977 and incorporated on the 9 December 1991. The history of the Society is in Appendix1.

2. Objects of the Society

are to:

- (1) meet regularly to enable members to extend their appreciation, interest and pleasure in wine and food,
- (2) conduct regular meetings around specifically prepared menu and wine selection to instruct members in both wine and food,
- (3) have as prime concern member participation so that members may learn from each other through convivial interaction and discussion on the wine and food presented at meetings,
- (4) refer at Society functions to the opinions of persons expert in wine and food for the benefit of members and attendance by experts may be arranged,
- (5) develop its own methods of appraisal of wine and food presented for the better understanding and appreciation by members,
- (6) as far as practical have wine and food presented by the members of the Society. Preparation and presentation of the festive table by suitable persons that are not members may be arranged should this be considered beneficial to the members.

3. Definitions

(1) In this constitution:

councillors of the Federation means

- (a) the person nominated by the Society in the application for membership of the Federation, and
- (b) the person who is the sitting president of the Society.

country associate means a member of the Society who has relocated to outside the Sydney Metropolitan Area.

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

Federation means *The Federation of Wine and Food Societies of Australia Inc.*

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

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

the Society means The Metropolitan Wine and Food Society of Sydney Inc.

the vice president means the persons holding office under this constitution as Vice President - Wine Master or Vice President – Food Master

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

Part 2 - Membership

4. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person of at least 18 years of age, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 5.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

5. Nomination for membership or country associate

- (1) A nomination of a person for membership of the association:
 - (a) must be made by two members of the association in writing in the form set out in Appendix 2 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination in writing for membership or country associate, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as a joining fee, annual subscription and cellar debentures (whichever is applicable).
- (4) The treasurer must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6. Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 10 (2) within 12 months after the fee is due.

7. Membership entitlements not transferable

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

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

8. Resignation of membership

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

9. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the Secretary's address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees, subscriptions and cellar debentures

- (1) A member of the association must, on admission to membership, pay to the association a joining fee as determined from time to time by the committee.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee as determined from time to time by the committee.
 - (a) except as provided by paragraph (b), before 1 April in each calendar year, or
 - (b) if the member becomes a member on or after 1 April in any calendar year - on becoming a member and before 1 April in the succeeding calendar year.
- (3) A member on joining must purchase three cellar debentures within 12 months to remain in the Society. The first cellar debenture must be purchased on joining and two others may be purchased at six month intervals.

The cellar debentures, issued under the following terms and conditions,

- (a) will not accrue interest,
- (b) are not transferable to another member unless approved by the committee,
- (c) will be repayable in cash at face value on cessation of membership, unless the holder donates the cellar debentures to the Society or cannot be located for one year from cessation of membership when the cellar debentures will revert to the Society,
- (d) in event of the Society being wound up, repayment of cellar debentures will be made in cash or kind as decided by members at a special general meeting.

11. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

12. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the committee decides to deal with the complaint, the 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 committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary, within 7 days after the action is taken, must cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14, whichever is the later.

14. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the 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.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The committee

15. Powers of the committee

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

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

16. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association,
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 17, and
 - (c) ex-officio members
- (2) The total number of committee members is to be at least 7.
- (3) The office-bearers of the association are as follows:
 - (a) president,
 - (b) two vice-presidents (Food and Wine),
 - (c) treasurer,
 - (d) secretary.
- (4) Elected committee members are as follows:
 - (a) wine scribe,
 - (b) food scribe
 - (c) wine committee member,
 - (d) food committee member
- (5) Ex-officio members are as follows:
 - (a) cellar master
- (6) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (7) Each member of the committee is, subject to this constitution, 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.
- (8) Ex-officio members are appointed by the committee.

17. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the association 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 association at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
 - (4) If there is one nomination received for a vacancy to be filled, the person nominated is taken to be elected.
 - (5) If the number of nominations received for a vacancy exceeds one, a ballot is to be held.
 - (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
 - (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

18. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting within 30 days or by the chairperson of the next succeeding meeting.

19. Treasurer

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

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

20. Casual vacancies

- (1) 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, or in the case of ex-officio members, for a period determined by the committee.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, 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 clause 21, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

21. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the 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.
- (2) A member of the committee to whom a proposed resolution referred to in subclause (1) relates may make representations in writing to the secretary or president within 14 days and request that the representations be notified to the members of the association. The secretary or the president may send a copy of the representations to each member of the association 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.

22. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting.
- (5) Any four members of the committee two of which must be office bearers constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) No business is to be transacted by the 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 an agreed place, date and time.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, a vice-president is to preside, or
 - (b) if the president and the vice-presidents are absent or unwilling to act, one of the remaining members of the committee may be chosen by the committee members present at the meeting, to preside.

23. Delegation by committee to sub-committee

- (1) The committee may, in writing, delegate to one or more sub-committees (consisting of committee members or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation may be made subject to conditions or limitations as specified in the written document.
- (4) Despite any delegation, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee is entitled to one vote but, in the event of an equality of votes, the person presiding may exercise a second vote.
- (3) Subject to clause 22 (5), the committee may act despite any vacancy on the committee.
- (4) Any act done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

25. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

27. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 6 members, convene a special general meeting of the association.
- (3) 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.
- (4) If the 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.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the secretary must, at least 14 days before the date fixed for the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the secretary must, at least 21 days before the date fixed for the general meeting, give a notice to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Six (6) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to a place, date and time decided by the members present or communicated by written notice to members given before the day to which the meeting is adjourned.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 4) are to constitute a quorum.

30. Presiding member

- (1) The president or, in the president's absence, a vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and vice-presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31. Adjournment

- (1) 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.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) 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.

33. Special resolutions

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

34. Voting

- (1) On any question arising at a general meeting a member has one vote only.
- (2) 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 vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

35. Proxy votes

Each member is entitled to vote and may appoint a proxy if the member is unable to attend a general meeting. The proxy form is at Appendix 3.

36. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

37. Insurance

The association must effect and maintain insurance including public liability.

38. Funds - source

- (1) The funds of the association are to be derived from joining fees, cellar debentures and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques and other negotiable instruments must be signed by any 2 members of the committee, being members authorised to do so by the committee.

40. Change of name, objects and constitution

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

41. Custody of records

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

42. Inspection of records

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

43. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or

- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 March, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 April and ending on the following 31 March.

Appendix 1 History of the Society

(Part1 Preliminary)

The Metropolitan Wine and Food Society of Sydney was formed by six founder members who first met at a Rothbury Estate dinner in August 1974.

The founder members of the Society, Ian and Mary Arnold, Colin and Clare Galbraith and Ray and Helen Wilson, met frequently to pursue their mutual interest and enjoyment of fine wine and food.

Each of these people expressed an interest in forming a wine and food society in order to extend participation in functions to a wider circle of friends declaring an interest in wine and food and to increase members' knowledge and enjoyment in these pleasurable pursuits.

A draft Constitution was prepared and the founder members resolved to form a wine and food society called *The Metropolitan Wine and Food Society of Sydney*.

It was not intended that the new Society would be initially affiliated with any other kindred or controlling body but eventually links of this nature were not precluded in the Constitution.

Emphasis was given to member participation in the organisation and affairs of the Society so members could share their knowledge with others and extend their appreciation of wine and food through interaction at Society meetings.

The draft Constitution containing objects and regulations was amended to provide for orderly growth and effective development of the Society allowing, at the same time, considerable flexibility of approach and style.

The Society was formed at a formation meeting held at Pennant Hills at the home of Ian and Mary Arnold on 30 January 1977. The Constitution was adopted unanimously and signed by the founder members and the following members were elected to office until the first Annual General Meeting to be held in July 1978:

President	Ian Arnold
Vice President – Wine Master	Ray Wilson
Vice President – Food	Colin Galbraith
Secretary/Treasurer	Mary Arnold
Wine Scribe (Recorder)	Helen Wilson
Food Scribe (Recorder)	Clare Galbraith

The formation dinner was held following the meeting at Pennant Hills on 30 January 1977.

Three intermediate dinners were held with membership numbers progressing respectively to twelve, eighteen and twenty four. A foundation dinner was held at the Paternoster Club, Glebe on 22 July 1977 to enable the twenty four members to obtain foundation membership of the Society.

The founder members expressed a sincere hope that *The Metropolitan Wine and Food Society of Sydney* would attract dedicated members to guide the growth and

extend the influence of the Society for the greater appreciation, and intelligent and dedicated interest in fine wine and fine food.

The constitution was provided for the Society to affiliate with the Federation of Wine and Food Societies of Australia. Application was made, the constitution was approved and membership of the Federation was conferred on the Society in the 1977-78 year.

In the same year the Society wine cellar was established with each member holding debentures in respect of the cellar.

At an Extraordinary General Meeting held on 27 October 1991, members voted to incorporate the Society. The Society was officially incorporated under the *Associations Incorporations Act 1984* on the 9 December 1991.

A further revision of the constitution in 2013 catered for minor changes in operation, and more significantly, provided conformity with the model constitution in the *Associations Incorporation Regulation 2010*.

Appendix 2 Application for membership of the Society

(Clause 5 (1))

APPLICATION FOR MEMBERSHIP OF THE METROPOLITAN WINE AND FOOD SOCIETY OF SYDNEY INCORPORATED

incorporated under the *Associations Incorporation Act 2009*

I,

[full name of applicant]

of

[address]

.....
hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....
Signature of applicant

Date

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

.....
Signature of proposer

Date

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....
Signature of seconder

Date

Appendix 3 Form of appointment of proxy

(Clause 35)

I,

[full name of member]

of

[address]

being a member of the Metropolitan Wine and Food Society of Sydney Inc

appoint

[name of proxy holder]

of

[address of proxy holder]

being a member of the Society as my proxy to vote on my behalf at the annual/special*general meeting of the Society to be held on20.....
and at any adjournment of that meeting. [Date of meeting]

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

Signed Date.....

* Delete if not applicable