



**This is the CONSTITUTION of Australian Marriage Celebrants Incorporated.**

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## PART 1 - DEFINITIONS

### 1. Definitions

**AGM** means Annual General Meeting

**AMC** means Australian Marriage Celebrants Incorporated

**Association** means Australian Marriage Celebrants Incorporated

**Member** means a person who has been admitted to AMC as a Celebrant Member or Student Member

**Celebrant Member** means an AMC Member who is a Marriage Celebrant authorised by the Australian Government

**Student Member** means a person who has enrolled in a recognised marriage celebrant training course approved by the Australian Government

**Life Member** means a Life Member appointed prior to 1 January 2023

**Committee** – means the AMC Committee

**Committee Member** means a Member of the AMC Committee

**Executive Member** means the President, Vice-President, Secretary & Treasurer

**Special General Meeting** means a general meeting of the association other than an Annual General Meeting

**Conflict of Interest / pecuniary interest** - Conflicts of Interest and pecuniary interests, perceived or otherwise, are defined in the **AMC Conflict of Interest & Dispute Resolution Policy** and published on the AMC website and/or readily available for Celebrant Members to read

**Policy** refers to AMC policies approved by the AMC Committee and promoted to Members. Policy titles may change from time to time, and the Committee must consider all current policies in relation to the Constitution

**Act** means the NSW Associations Incorporation Act 2009 (No 7) as amended

**Regulation** means the NSW Associations Incorporation Regulations 2022 as amended

***Note:** The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution. The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.*

**Terms and Conditions of Membership Declaration** means the Terms and Conditions set by the Committee for acceptance by new and renewing Members in all Membership categories

## 2. Objects and Purpose

The Objects and Purpose of AMC are:

Australian Marriage Celebrants Inc is a leading not-for-profit organisation that supports and promotes its Members through lobbying, education, resources and timely actions. It recognises that Australian Celebrants are a vital part of Australia's small business community and provide a unique service to Australian and international couples through the ritual of marriage ceremony.

AMC supports its Members by:

- providing professional development, networking and other relevant resources for the advancement of its Celebrant Members
- providing business tools and protections such as copyright licences, public liability and professional indemnity insurances
- circulating relevant, accurate and timely information for business growth and ongoing compliance with all relevant Australian laws
- proactively lobbying governments and policy makers to ensure Australia remains a leading country for delivery of the ritual of marriage by professional Celebrants
- promoting the ritual of marriage ceremony in Australia, to the world
- actively promoting its Celebrant Members as leading providers of celebrant services in Australia and
- growing AMC membership to continue to provide strong leadership in the Australian Marriage Celebrancy industry.

## PART 2 - MEMBERSHIP

### 3. Membership Qualifications

A person is qualified to be a Member of the Association if:

- a) that person is a Marriage Celebrant authorised by the Australian Government (**Celebrant Member**) or
- b) that person has enrolled in a marriage celebrant course recognised by the Australian Government, (**Student Member**).

### 4. Membership Classifications

AMC Membership classifications are:

**Celebrant Member** – an Authorised Marriage Celebrant registered by the Australian Government. A Celebrant Member has voting rights.

**Student Member** – a person enrolled in a marriage celebrant course recognised by the Australian Government. A Student Member does not have voting rights. A Student Member must notify the AMC within 30 days of the success or otherwise of their marriage celebrant application to the Australian Government.

**Life Member** – The former AMC Constitution included Life and Honorary Members. These Memberships will be honoured by AMC until 30 June 2032 provided the person is a registered Marriage Celebrant with the Australian Government and agrees to abide by the Act, Regulations, the AMC Constitution, Code of Conduct, Policies and *Terms and Conditions of Membership Declaration*. If a Life or Honorary Member wishes to resign their appointment, they can do so in writing to the Secretary. No further Honorary or Life Membership to be appointed but rather AMC may consider an annual AMC Awards/hall of fame to acknowledge Members and attract people to the AGM and other events.

### 5. Membership Applications and Renewals

A person seeking to become a Member must complete and submit the appropriate **Membership Form** and *Terms and Conditions of Membership Declaration* approved by the Committee; and pay the appropriate membership fee. The application form and declaration must be submitted via any means prescribed by the AMC Committee, including the AMC website or paper/scan to the AMC Secretary.

A Student Member renewing or updating their membership status to Celebrant Member, must complete the appropriate form and *Terms and Conditions of Membership Declaration* and pay the appropriate fee on or before the due date.

All Memberships operate from 1 July to 30 June the following year, except if a person joins part way through a year. In this case, the new Member must lodge their membership application, agree to the *Terms and Conditions of Membership Declaration* and pay the prescribed fee for their initial membership until 30 June, when their membership will convert to the 1 July to 30 June period.

**Financial hardship** – if a Celebrant Member with five or more consecutive years of AMC Membership suffers individual financial hardship, *for example*, due to serious illness, the AMC Committee may vote to reduce or waive their annual fee for one year, in accordance with the **AMC Membership Policy**.

## 6. Terms and Conditions of Membership Declarations

The *Terms and Conditions of Membership Declarations* are reviewed by the AMC Committee by 31 March each year, or more often if needed, and included in all renewal and new membership applications.

## 7. Cessation of Membership

A person ceases to be an AMC Member if the person:

- a) dies or
- b) resigns membership or
- c) is expelled from the Association or
- d) is no longer a Marriage Celebrant authorised by the Australian Government or
- e) is a Student Member who fails to be appointed by the Australian Government or
- f) does not complete and pay their membership renewal by 31 July.

## 8. Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being an AMC Member, cannot be transferred or transmitted to another person, and terminates on cessation of the person's membership.

## 9. Resignation of Member

A Member may resign from AMC by giving written notice to the Secretary. The date the notice is received will be the date of resignation for the purpose of the Register of Members. Pre-paid membership fees are not refundable.

## 10. Register of Members

The AMC Secretary, or nominated delegate who resides in NSW, must maintain a Register of Members specifying the name, postal or residential address, email address, phone number, Membership classification and the date the person became a Member. The Register may be kept in electronic form but must be readily converted to hard copy.

If a person ceases to be a Member, the Secretary or nominated delegate must record the date on which the membership ceased.

If the AMC Secretary is not a resident of NSW, then the Register of Members must be kept at the principal place of administration of the AMC in NSW, nominated in the **AMC Membership Policy**.

## 11. Register of Committee Members

The AMC Secretary, or nominated delegate who resides in NSW, shall keep and maintain a Register of AMC Committee Members showing the name, address, position held, date the Committee membership commenced and ceased. The Committee Member names, position and contact details should be included on the AMC website. Any changes to the Committee should be communicated to all AMC members within 14 days.

## 12. Membership Fees

Annual membership fees are payable by 1 July each year.

The Committee shall review the *Terms and Conditions of Membership Declarations* and determine annual membership fees payable in accordance with the **AMC Membership Policy** by 31 March each year in preparation for the renewal process.

A person who does not renew their membership by 31 July, will cease to be a Member. If the person wishes to re-join AMC they must reapply as per *Clause 5 – Membership Applications and Renewals*.

### 13. Members Liability

The liability of an AMC Member to contribute towards the payment of AMC debts and liabilities, or the costs, charges and expenses of the winding up of the association, is limited to the amount of any outstanding fees for the Member.

### 14. AMC Code of Conduct

All Members must adhere to the **AMC Code of Conduct**. The Committee may update the **AMC Code of Conduct** by circulating any proposed changes to all Members for comment for at least 14 days before being presented to a General Meeting for approval.

### 15. Dispute Resolution

A person may make a written complaint that details to the Committee that a Member of the Association has failed to comply with a provision of this Constitution, or wilfully acted in a way prejudicial to the interests of the Association. The complaint must be presented as a PDF document that details the how, what, when, why and where the alleged incident or complaint arose, with supporting evidence.

If the Committee receives a written complaint, it must:

- acknowledge receipt of the complaint within 7 days and
- investigate and assess whether the complaint is legitimate, trivial or vexatious.

If the Committee resolves not to proceed with the complaint, it must respond in writing to the complainant with an explanation of its decision within 14 days of the decision.

If the Committee believes that the complaint requires investigation, AMC 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, to make submissions to the Committee about the complaint and
- c) the Committee must consider any submissions made by the Member within 14 days of the Members' response.

The Committee may determine that independent mediation and/or arbitration should occur, and it may seek independent advice on the best method to proceed.

The Committee may, by resolution, expel the Member from the Association or suspend the Member's membership if, after considering the complaint, the Committee is satisfied that the facts alleged in the complaint have been proved, and expulsion or suspension is warranted.

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 the action taken and
- the reasons given by the Committee for taking the action and
- the Member's right of appeal under clause 16.

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 right of appeal expires, or
- b) if the Member exercises the Member's right of appeal within the period - the day AMC confirms the resolution under clause 16.

The Committee must always comply the **AMC Dispute Resolution Policy**.

### 16. Right of Appeal Against Disciplinary Action

A Member may appeal against a resolution of the Committee under Clause 15 by lodging a notice of appeal with the Secretary within 7 days of being served the notice of the resolution.

The Member must include, with the notice of appeal, a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

The Secretary must promptly notify the Committee of the notice of appeal. The Committee must call a general meeting of the Association to be held within **28 days of the day the notice** was received.

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) Members present must vote by secret ballot on whether the resolution should be confirmed or revoked.

The appeal is to be determined by a simple majority of votes cast by the Members in attendance.

### 17. Resolution of Internal Disputes

The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983, or the equivalent in the relevant state or territory, for mediation:

- a) a dispute between 2 or more Members of the Association, but only if the dispute is between the Members in their capacity as Members or
- b) a dispute between 1 or more Members and the Association.

If the dispute is not resolved by mediation within 3 months, the dispute must be referred to arbitration. The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

## PART 3 – THE COMMITTEE

### 18. Functions of the Committee

It is the duty of all Committee Members to carry out their functions for the benefit of AMC with due care and diligence and without conflict/s of interest, perceived or otherwise.

Subject to the Act, the Regulation, this Constitution, the Objects, Code of Conduct, AMC Policies and procedures and any resolution passed by AMC in general meeting, the volunteer committee:

- a) is to control and manage the affairs of AMC and
- b) actively maintain an AMC conflicts of interest register and
- c) may exercise all the functions other than a function that is required by this Constitution to be exercised by an AMC general meeting and
- d) ensures that no Executive or Committee Member or Celebrant Member transacts any business on behalf of AMC that has not been delegated in writing by the Committee and
- e) has power to do all things that are necessary for the proper management of AMC affairs and
- f) must ensure that all AMC Policies are reviewed and transparent to Members in accordance with the **AMC Policies and Procedures Policy** and
- g) shall ensure that any confidential Association matters are handled with diplomacy and in line with **Committee Confidentiality and associated policies**
- h) shall meet a minimum of four (4) times each year, or more often if required and
- i) must transact its business by the circulation of agendas and business papers to all Committee Members with due notice.

### 19. Composition of the Committee

AMC shall be managed by a **Committee** comprising a President, Vice President, Secretary, Treasurer and at least three (3) other Celebrant Members and no more than 7 Celebrant Members.

The **Executive** shall be the President, Vice President, Secretary and Treasurer.

A Member cannot hold two Executive positions concurrently unless one of the positions is not filled at the AGM or becomes vacant mid-term. A vacant Executive position must be filled as soon as possible and may only be held in an acting capacity by a Committee Member for a maximum of 6 months. A Member holding an Executive position and acting in an interim role, is only entitled to one vote per motion.

If a Member is absent for an extended period (up to 4 months), then a Committee Member can act in their capacity but is only entitled to one vote per motion.

An Executive Member can only hold the same Executive position for a maximum of two concurrent terms (four years). If no one nominates for the Executive position after the four-year period, then the preceding Executive Member can be re-appointed at the AGM.

The Committee may appoint a Celebrant Member to fill a casual Committee vacancy.

## 20. Election of Committee Members and Terms of Office

Election of AMC Committee Members is held every two years. All positions are voluntary. Only Celebrant Members may nominate for election to any Committee position.

Elections are conducted by an independent Returning Officer in accordance with the **AMC Elections Policy**.

All Committee and Sub-Committee Members must abide by the Constitution, Act, Regulations, Objects, Policies and Procedures with particular note of the Conflict of Interest, Governance and **Committee Member Policy** and Procedures.

Committee nominations must be made in writing on the form agreed by the Committee, signed by the Celebrant Member and lodged with the Returning Officer at least seven days before the AGM date.

If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected, and a call for further nominations be made at the AGM.

If the number of nominations received is equal to the number of vacancies to be filled, the Celebrant Members nominated are taken to be elected.

If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the AGM in the way directed by the Returning Officer.

Where two (2) or more nominations have been received for the same position, a Member already elected to another position must withdraw their nomination for the second position.

A Celebrant Member unable to attend the AGM may vote in advance by writing to the Returning Officer at least 24 hours before the meeting and clearly identifying who they wish to vote for and to which committee position, or as specified in the **AMC Elections Policy**.

## 21. Roles of Committee Members

In addition to the *Clause 18 – Functions of the Committee*, the duties of the Committee Members are as follows:

### President

The role of the President is to:

- a) manage and chair AMC Committee and general meetings (except AGM elections), prioritise agenda items; set time limits, lead the meeting through the agenda; note any motions and amendments (with the Secretary); and put these to vote as required
- b) ensure with other Committee Members, that the Constitution, Act, Regulations, Objects, Code of Conduct, policies and procedures and any other funding and/or agreements that the AMC has agreed to, are met and upheld
- c) be a Member of sub-committees as required and
- d) act as the AMC spokesperson or appoint an approved nominee/s to act as spokesperson/s.

### Secretary

The role of the Secretary, or nominated delegate, is to ensure that all records of Association business including the Constitution, correspondence, agendas and minutes of all Committee meetings, AGMs, Special General and General Meetings and sub-committees are accurately recorded, properly actioned, filed electronically and managed as a permanent record.

Minutes must be kept in written or electronic form and made available to Celebrant Members in accordance with Clause 35.

### Vice-President

The role of the Vice-President is to assist the President and other Committee Members as required. The Vice-President is to preside as chairperson at each Committee or General Meeting in the absence of the President.

## Treasurer

The role of the Treasurer is to ensure that:

- a) all monies received are promptly paid into an AMC account and appropriate receipts issued
- b) all payments are made via any legal means available and authorised by two signatories who have been approved by the Committee and endorsed on records of the Association's financial institution/s
- c) that any major or unusual expenditure shall be authorised in advance by the Committee and in accordance with the **AMC Financial Controls Policy** and
- d) ensure that correct records and accounts are kept and updated.

In the absence of the Treasurer from a Committee meeting, the Chairperson may present the financial reports provided by the Treasurer, but the report may not be accepted by the Committee if clarification by the Treasurer is needed.

## 22. Conduct of Committee Meetings

**Notice** - The Secretary must give each Committee Member at least 48 hours' written notice of a proposed meeting. The notice must include an agenda, supporting business papers, and a written resolution for consideration and voting, as per the **AMC Committee Meetings Policies and Procedures**.

**Agenda** - the written agenda must outline business to be transacted at the meeting and include the Conflict of Interest/ Pecuniary Interest statement. All supporting business papers should be circulated with the agenda.

**Attendance** - the Committee may transact its business at a meeting by electronic means for example video app conferencing, phone and or email, or in person attendance. Attendance means in person bracket (or by phone or other electronic means) close of bracket or by paper/email vote.

**Quorum** - the quorum for a Committee meeting shall be four (4), two of whom must be Members of the Executive. No business may be transacted by the Committee unless a quorum is present.

**Voting** - Each Committee Member in attendance, including the President, has one vote. Voting shall be by attendance and all decisions shall be passed by majority. In the case of a tied vote, the President or Committee Member presiding shall have a second casting vote.

**Conflict and/or pecuniary interest** - Any Committee Member who has a potential, direct conflict or pecuniary interest in any matter to be considered by the Committee shall disclose it as soon as possible and cease to be involved in the discussion and voting.

**Sub-Committee Members** - Members of Sub-Committees may be required to attend a Committee meeting but only Committee Members can vote.

**Celebrant Member attendance** – A Celebrant Member can request to attend an AMC Committee meeting, by applying in writing to the Secretary at least 24 hours prior to the meeting. The Celebrant Member cannot address the meeting unless by invitation and cannot vote at Committee Meetings.

The Committee may, by majority vote, request that Celebrant Members and/or any other party be excluded for that part of the meeting that may be highly sensitive and confidential in nature. The reason/s for exclusion must be clearly documented in the meeting minutes.

## 23. Delegation to Sub-Committees

The Committee may establish one or more sub-committees to assist in the exercise of Committee functions, in accordance with the **AMC Sub-Committee Policy**. Sub-Committees shall comprise Celebrant Members and at least one Committee Member. Every Sub-Committee must have clearly identified roles and responsibilities approved by the Committee and agreed to by all Sub-Committee Members.

## 24. Regional Co-ordinators

The Committee may establish demographic regions across Australia and appoint an AMC Regional Co-ordinator/s in each region to help AMC achieve its Objects. Regional Co-ordinators must be financial Celebrant Members of AMC.

A Member or Members of the Committee shall act as Regional Administrator(s) and be the liaison between the Committee and Regional Co-ordinators.



## PART 4 - GENERAL MEETINGS

### 25. Annual General Meetings

The Annual General Meeting must be held within six months of the end of the association's financial year, on a day determined by the Committee.

The business of the AGM shall be to:

- a) confirm the minutes of the last AGM and any recent Special General Meeting/s
- b) receive reports from the President, Secretary and Treasurer, and any sub-committees and/or projects, events or other reports as deemed necessary from the past financial year
- c) elect Committee Members every alternate year in accordance with the **AMC Elections Policy**
- d) appoint an auditor if required
- e) attend to any other business of an annual nature placed on the agenda prior to the meeting and
- f) to receive and consider any report(s) required under the Act.

The Election of the Committee shall be chaired by a Returning Officer who is not an AMC Member and who abides by the Act, Regulations, AMC Objects, this Constitution and the **AMC Elections Policy**.

### 26. Special General Meetings

The Committee may call a Special General Meeting whenever the Committee thinks fit.

The Committee must call a Special General Meeting if the Committee receives a written request signed by at least 15 Celebrant Members and their request is in accordance with the AMC Constitution, Act, Regulations, Objects and Code of Conduct.

The written request must:

- a) state the purpose of the meeting and
- b) be signed by the Celebrant Members making the request and
- c) be lodged electronically with the Secretary.

The Committee must call a Special General Meeting within 28 days of the request. A Special General Meeting must be conducted, as far as practicable, in the same way as a General Meeting called by the Committee.

### 27. Notice and Procedures for General Meetings

**Notice** - The Secretary must give each Celebrant Member written notice of a general meeting (if a matter to be determined at the meeting requires a special resolution) - **at least 14 days** before the meeting.

The notice must specify:

- the place and time at which the meeting will be held and
- the nature of the business to be transacted and
- if a matter to be determined requires a special resolution – then the special resolution proposed and
- for an Annual General Meeting – that the meeting to be held is an AGM

The only business that may be transacted at a general meeting is:

- the business specified in the notice and
- for an AGM - business referred to in *Clause 25*.

**Quorum** - The quorum for a general meeting is 15 Celebrant Members entitled to vote under this Constitution. If a quorum is not present within 15 minutes of the stated meeting time, the meeting is to be adjourned to the same time of the same day in the following week. For the adjourned meeting, if a quorum is not present within 15 minutes of the stated meeting time, then at least 10 Members present will constitute a quorum.

**Voting** - Only financial Celebrant Members can vote at a general meeting. A Celebrant Member is entitled to one vote per motion or, in the case of an AGM election, one vote per elected position.

A Celebrant Member can pre-vote by submitting a signed statement to the Secretary, or in the case of an AGM, to the Returning Officer, at least 24 hours before the meeting, clearly stating how they wish their vote/s to be recorded.

Voting shall be by show of hands and/or electronic polling, as determined by the majority present at the meeting, or in the case of an AGM, as determined by the Returning Officer.

**Proxy voting** - There is no provision for proxy voting.

## PART 5 - ADMINISTRATION

### 28. Change of Name, Objects and/or Constitution

An application for registration of a change in the Association's name, Objects or Constitution made under the Act, Section 10 must be made by the Public Officer or Committee Member.

### 29. The Public Officer

#### The Public Officer

The Public Officer must be a Celebrant Member of the Association, be at least 18 years of age and a resident of NSW. The Public Officer must not be a Member of the Executive.

The duties of the Public Officer are to:

- a) notify NSW Fair Trading and any other government instrumentality as required, of their name and address and any subsequent change of address within the legally required period
- b) lodge any alterations to the Constitution of Association with NSW Fair Trading within the legally required period
- c) lodge any other documents, statements and reports legally required by NSW Fair Trading and any other government instrumentality within the legally required period and
- d) keep a copy of the AMC official records as specified by **AMC Records Management Policy**.

### 30. Funds

Subject to an AMC resolution, the Association's funds may be derived from membership fees, event enrolments, donations, sponsorships and other sources as determined by the Committee.

As soon as practicable after receiving funds, AMC must deposit the money, without deduction, to the credit of the Association's authorised financial account, and issue a receipt.

AMC must have four authorised banking signatories. Any payments made by AMC, must be authorised by two (2) signatories (at least one being an Executive Member) and in accordance with the **AMC Financial Payments Policy**, the Act and Regulations and Committee resolutions.

### 31. Insurance

The Association may take out and maintain insurance as appropriate for the association's assets and liabilities.

### 32. Not for profit status

Subject to the Act and the Regulation, the Association must not conduct the Association's affairs in a way that provides a pecuniary gain for a Member of the Association. **Note:** See the Act, section 40.

### 33. Digital Governance

The Association will ensure that Member privacy, security and trust is assured by the Committee and its authorised agents (*website provider, bookkeeper and other contracted parties*) by appropriate cybersecurity, secure payment facilities, licensed software and professional email addresses representative of AMC always, in accordance with **AMC Digital Governance Policy** and Procedures.

### 34. Service of notices

For the purposes of this Constitution, a notice may be given to or served on a person by sending the notice by electronic transmission to an address specified in the Register or Members, or in the case of a person outside the organisation, to an email address provided in their communication. The notice is served on the date that it was electronically communicated.

### 35. Custody of Books and Records

Except as otherwise provided by this company constitution, or records, books and other documents relating to the Association must be kept in NSW at the Association's main premises, in the custody of either of the following persons being the Public Officer, the Secretary or in the Ordinary Member of the Association as recorded by the Committee and in accordance with the **AMC Records Management Policy**.

### 36. Inspection of Books and Records

The following documents must be made available for inspection by a Celebrant Member free of charge, within seven (7) days (*if practical*):

- i. this constitution
- ii. minutes of Committee meetings and General Meetings of AMC
- iii. records, books and other documents relating to AMC.

A Celebrant Member may inspect a document referred to above, in hardcopy or electronic form, if available.

The Committee may refuse to allow a Celebrant Member to inspect or obtain a document of all or part of the document if it relates to confidential, personal, commercial, employment or potential legal matters or if the Committee considers it would be prejudicial to the interests of AMC, to do so. In this case concerns must be transparently documented by the AMC Committee.

### 37. Financial Year

The Association's financial year is 1 July and ends on the following 30 June.

### 38. Distribution of Property on Winding Up Association

Subject to the Act and the Regulation, in a winding up of the Association, all AMC surplus property must be transferred to another organisation with similar objects, and which is not carried on for the profit or gain of the organisation's members.

In this clause *surplus property* has the same meaning as in the Act, Section 65.

### 39. Other Matters

Should there be any matter of consequence not covered in this Constitution, the Committee must consult and follow the Act and Regulations, and the Committee should apply to update this Constitution accordingly.

**END**