

# **GLADESVILLE GYMNASTICS CLUB INCORPORATED CONSTITUTION**

*Under the Associations Incorporation Act 2009 (NSW)*

1<sup>st</sup> November 2020

# Contents

Part 1	Preliminary .....	4
1	Objects of Gladesville Gymnastics Club .....	4
2	Definitions .....	4
3	Regulatory Bodies .....	5
Part 2	Membership .....	6
4	Membership generally .....	6
5	Application for Membership.....	6
6	Cessation of membership.....	7
7	Membership entitlements not transferable.....	7
8	Resignation of membership .....	7
9	Register of members .....	7
10	Fees and subscriptions .....	8
11	Members' liabilities .....	8
12	Resolution of disputes.....	8
13	Disciplining of members.....	8
14	Right of appeal of disciplined member.....	9
Part 3	The Management Committee .....	11
15	Powers of the Management Committee.....	11
16	Composition and membership of Management Committee .....	11
17	Election of Management Committee members .....	12
18	Secretary .....	12
19	Treasurer .....	13
20	Casual vacancies .....	13
21	Removal of Management Committee members .....	13
22	Management Committee meetings and quorum .....	14
23	Use of technology at Management Committee meetings .....	14
24	Delegation by Management Committee to sub-committee .....	14
25	Voting, decisions and conflicts of interest.....	15
Part 4	General meetings.....	16
26	Annual general meetings - holding of .....	16
27	Annual general meetings - calling of and business at.....	16
28	Special general meetings - calling of.....	16
29	Notice.....	17
30	Quorum for general meetings .....	17
31	Presiding member .....	18
32	Adjournment .....	18
33	Making of decisions.....	18
34	Special resolutions .....	19
35	Voting .....	19
36	Proxy votes not permitted.....	19
37	Postal or electronic ballots.....	19
38	Use of technology at general meetings .....	19
Part 5	Miscellaneous .....	20
39	Insurance.....	20
40	Funds - source.....	20
41	Funds - management.....	20
42	Club is non-profit.....	20
43	Distribution of property on winding up of Club .....	20
44	Change of name, objects and constitution .....	21

45	Custody of books .....	21
46	Inspection of books.....	21
47	Service of notices.....	21
48	Financial year.....	22

# Part 1 Preliminary

## 1 Objects of Gladesville Gymnastics Club

The purpose of the Club is:

- (a) To encourage, teach, develop and promote gymnastics to children, young people & adults of all abilities in a healthy, fun, stimulating and safe environment
- (b) To provide a range of gym sports & a range of other activities as deemed appropriate by the Management Committee to meet the needs of the community
- (c) To create a collaborative and respectful environment in which all the gym sports and activities offered are valued and supported.
- (d) To benefit the physical, mental and social well-being of the members and develop values of sportsmanship and good citizenship through the activities of the Club
- (e) To support gymnasts to achieve their full potential to the highest level they are capable of, including competitive gymnastics should this be their goal
- (f) To seek additional funding & sponsorship from individuals and other organisations

## 2 Definitions

(1) In this constitution:

**AGM** means Annual General Meeting

**Club** means the Gladesville Gymnastics Club

**Life Member** means an individual appointed as a Life Member of the Club

**Management Committee** means the governing body for the Club

**Member** means a member of the Club and includes:

- Junior Member
- Ordinary Member
- Life Member

**Ordinary member** is a natural person over eighteen (18) years approved for membership by the Management Committee and who is entitled to participate & vote at Club General Meetings

**Junior member** means a registered person under the age of eighteen (18) years who is entitled to participate in the activities of the Club

**Secretary** means:

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

**Special general meeting** means a general meeting of the Club other than an annual general meeting.

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the *Associations Incorporation Regulation 2016*.

- (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.

### **3 Regulatory Bodies**

The Club will adopt and implement relevant policies as may be developed by

- (1) Gymnastics NSW or Gymnastics Australia
- (2) Other regulatory bodies
- (3) As deemed appropriate by the Management Committee

## **Part 2 Membership**

### **4 Membership generally**

- (1) A person is eligible to be a member of the Club if:
  - (a) the person is a natural person, and
  - (b) the person has applied for membership of the Club in accordance with clause 5.
  
- (2) 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.
  
- (3) Category of membership:
  - a. Junior Member
    - i. under the age of 18
    - ii. has paid annual membership fees
    - iii. does not have voting rights
    - iv. requires a parent, carer or responsible adult to be a registered ordinary member
  
  - b. Ordinary Member
    - i. Is 18 years or over
    - ii. has paid annual membership fees
    - iii. has voting rights
  
  - c. Life Member
    - i. Is not required to pay annual membership fees
    - ii. Has voting rights

### **5 Application for Membership**

- (1) An application by a person for membership of the Club:
  - (a) must be made in writing in the form determined by the Management Committee, with
  - (b) payment of Gladesville Gymnastics Club Membership fee and
  - (c) Must be lodged with the secretary of the Club.
  
- (2) 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.
  
- (3) As soon as practicable after the Management Committee makes that determination, the secretary must:
  - (a) notify the applicant in writing (or as determined by the Management Committee) that the Management Committee approved or rejected the application (whichever is applicable), and provide refund if rejected.

- (4) The secretary must, on approval and payment by the applicant of the amounts enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.

## **6 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee

## **7 Membership entitlements not transferable**

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

- (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 Club may resign from membership of the club by first giving to the secretary written notice of at least 1 month (or any other period that 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.
- (2) If a member of the Club ceases to be a member under subclause (1), 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.

## **9 Register of members**

- (1) The secretary must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Club, or
  - (b) if the Club has no premises, at the Club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) A member of the Club 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 Club or other material relating to the Club, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy

## **10 Fees and subscriptions**

- (1) A member of the Club must pay to the Club an annual membership fee of \$10 or, some other amount as determined by the Management Committee:
  - (a) Upon joining as a member
  - (b) and annually thereafter, within 28 days of commencement of the calendar year or on the first payment of enrolment for Gymnasts

## **11 Members' liabilities**

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 10 & fees 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 Club, or a dispute between a member or members and the Club, 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 2010* applies to a dispute referred to arbitration.

## **13 Disciplining of members**

- (1) A complaint may be made to the Management Committee, in writing, by any person that a member of the Club:
  - (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 Club.



- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, it
  - (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.
- (4) The Management Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club 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 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 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 Club confirms the resolution under clause 14
 whichever is the later.

## **14 Right of appeal of disciplined member**

- (1) A member may appeal to the Club in general meeting against a resolution of the Management 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 Management Committee, which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
  - (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.

- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

## **Part 3 The Management Committee**

### **15 Powers of the Management Committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Club in general meeting, the Management Committee:

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

### **16 Composition and membership of Management Committee**

- (1) The Management Committee is to consist of:
  - a) the office-bearers of the Club, and
  - b) at least 1 ordinary Management Committee member,each of whom is over the age of 18 and are ordinarily resident in Australia, each of whom is to be elected at the annual general meeting of the Club under clause 17.
- (2) The total number of Management Committee members is to be 5 & not exceed 10
- (3) The office-bearers of the Club are as follows:
  - (a) the Chair,
  - (b) the Deputy-Chair,
  - (c) the Treasurer,
  - (d) the Secretary.
- (4) Ordinary Management Committee roles should be established by the Club as required
- (5) A Management Committee member may hold up to 2 offices (other than both the offices of Chair and Deputy-Chair).
- (6) A Management Committee Member may be a member of the Management Committee for a term of 2 years, with a maximum of 3 consecutive terms.
- (7) Each member of the Management Committee is, subject to this constitution, to hold office until immediately before the election of Management Committee members at the annual general meeting and is eligible for re-election.
- (8) There will be no remuneration for Management Committee Members

## **17 Election of Management Committee members**

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary Management Committee members:
  - (a) must be made in writing, signed by 2 members of the Club 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 Club at least 7 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 Management Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Management Committee is taken to be:
  - (a) a casual vacancy or
  - (b) the Membership can re-elect a Management Committee Member who has reached their maximum tenure for a further term
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Management Committee members of the Management Committee is to be conducted at the annual general meeting in any usual and proper manner that the Management Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Management Committee member of the Club must be a member of the Club.

## **18 Secretary**

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the Management Committee, and
  - (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.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## 19 Treasurer

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

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

## 20 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Club, or
  - (c) is or 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 Management Committee from 3 consecutive meetings of the Management 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 Management Committee members

- (1) The Club in general meeting may by resolution remove any member of the Management Committee from the office of member 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) If a member of the Management Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the secretary or the Chair may send a copy of the representations to each member of the Club 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 Management Committee meetings and quorum**

- (1) The Management Committee must meet at least 4 times in each period of 12 months at the place and time that the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the Chair or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the secretary to each member of the Management Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Management Committee) 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 and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 50% members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) 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 place and time as determined by the Management Committee.
- (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 Management Committee:
  - (a) the Chair or, in the Chair's absence, the vice-Chair is to preside, or
  - (b) if the Chair and the vice-Chair are absent or unwilling to act, one of the remaining members of the Management Committee chosen by the members present at the meeting is to preside.

## **23 Use of technology at Management Committee meetings**

- (1) A Management Committee meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Management Committee's members a reasonable opportunity to participate.
- (2) A Management Committee member who participates in a Management Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **24 Delegation by Management Committee to sub-committee**

- (1) The Management Committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of the Club that the Management Committee thinks fit) any of the functions of the Management Committee that are specified other than:
  - (a) this power of delegation, and

- (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (2) A function the exercise of which has been 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 under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Management 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 Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **25 Voting, decisions, and conflicts of interest**

- (1) 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.
- (2) 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.
- (3) Subject to clause 22 (5), the Management Committee may act despite any vacancy on the Management Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee 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.
- (5) If a Management Committee Member has an interest in a contract, proposed contract or a conflicting interest or duty in relation to any matter being considered by the Management Committee, the Management Committee Member must disclose, at the beginning of the Meeting, the nature and extent of the interest or duty at the Management Committee meeting
  - a) Where the Management Committee deems there is a conflict of interest in the matter this member may be excluded from discussion and will be excluded from voting on the matter

## **Part 4 General meetings**

### **26 Annual general meetings - holding of**

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
  - (a) within 6 months after the close of the Club's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **27 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Club is, subject to the Act and to clause 27, to be convened on the date and at the place and time that the Management 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 Management Committee reports on the activities of the Club during the last preceding financial year,
  - (c) to elect office-bearers of the Club and ordinary Management Committee members, as required, and
  - (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 that type of meeting in the notice convening it.

### **28 Special general meetings - calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Management Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Management Committee fails to convene a special general meeting to be held within 1 month after the 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 Management Committee.
- (6) For the purposes of subclause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 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.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, 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 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 27 (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 given after receipt of the notice from the member.

## **30 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) Five 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 the time and place as specified by the Management Committee and 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 3) are to constitute a quorum.

### **31 Presiding member**

- (1) The Chair or, in the Chair's absence, the vice-Chair, is to preside as chairperson at each general meeting of the Club.
- (2) If the Chair and the vice-Chair are absent or unwilling to act, the members present must elect an office bearer to preside as chairperson at the meeting.

### **32 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 Club 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.

### **33 Making of decisions**

- (1) A question arising at a general meeting of the Club is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the Management Committee may determine, 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, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Management Committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) 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.

### **34 Special resolutions**

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

### **35 Voting**

- (1) On any question arising at a general meeting of the Club 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 or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.
- (5) A member must be a registered member for greater than 3 months to be entitled to vote at a meeting (except in the case of the first Annual General Meeting of the Club, where all registered members are entitled to vote)

### **36 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

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

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

### **38 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Management Committee that gives each of the Club's members a reasonable opportunity to participate.
- (2) A member of a Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 Miscellaneous**

### **39 Insurance**

The Club will affect and maintain the relevant insurances.

### **40 Funds - source**

- (1) The funds of the Club are to be derived from, enrolment fees, entrance fees to events and annual subscriptions of members, grants, sponsorship, donations and, any other sources that the Management Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **41 Funds - management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Management Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### **42 Club is non-profit**

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **43 Distribution of property on winding up of Club**

- (1) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.
- (2) The surplus property of the Club is to be distributed in accordance with a special resolution of the Club.
  - (a) Any such distribution of surplus property is not to or be for the benefit of any member or former member of the Club, or any person to be held on trust for any member or former member of the Club
  - (b) Any such distribution is to return any unexpended portion of a grant or sponsorship monies to the body that supplied it.
- (3) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club may be transferred to another organisation with

similar objects and which is not carried on for the profit or gain of its individual member

#### **44 Change of name, objects and constitution**

The change in the Club's name, objects or constitution may be altered by special resolution of the Membership

#### **45 Custody of books**

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

- (a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the Management Committee determines), or
- (b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

#### **46 Inspection of books**

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - (a) records, books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of all Management Committee meetings and general meetings of the Club.
- (2) A member of the Club 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.
- (3) Despite subclauses (1) and (2), the Management Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

#### **47 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.

## **48 Financial year**

The financial year of the Club is:

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