

# Sacred Heart Pymble Football Club Constitution

*Under the Associations Incorporation Act 2009*

## **Disclaimer**

This publication must not be relied on as legal advice. For more information please refer to the appropriate legislation or seek independent legal advice.

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## Part 1 - Preliminary

### 1. Definitions

(1) In this constitution:

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

**Committee member** means a Member of the Management Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

**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.

**General meeting** means the annual or any special general meeting of the Club.

**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*.

**Management Committee** means the Management Committee managing the Club and consisting of the Committee Members.

**Constitution** means this Constitution of the Association.

**Member** means a registered, financial Member of the Club.

**Life Member** means an Individual appointed as a Life Member of the Club.

**Objects** means the Objects of the Club.

**Public Officer** means the person appointed to be the public officer of the Association in accordance with the Act.

**Register** means a register of Members kept and maintained in accordance with requirements.

**Special Resolution** means a Special Resolution defined in the Act.

**Club** means the association covered by this constitution

(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.

## **2. Objects**

- (1) The Association is established solely for the Objects. The Objects of the Club are established to:
  - (a) conduct, encourage, promote, advance and administer football;
  - (b) act, at all times, on behalf of and in the interest of the Members and football in the local area;
  - (c) to hire, rent, lease, purchase or otherwise acquire, maintain, develop grounds and facilities.
  - (d) to buy, lease, rent, sell and generally deal in services, sporting equipment and/or materials, foodstuffs and beverages.
  - (e) affiliate, amalgamate or enter into partnership with similar bodies;
  - (f) affiliate and otherwise liaise with the district, state and national bodies of which the Club is a Member and adopt their rule and policy frameworks to further these Objects;
  - (g) advance the operations and activities of the Club;
  - (h) have regard to the public interest in its operations; and
  - (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (2) The Association exists independently of, and does not hold itself to be associated with, any other body making use of the name "Sacred Heart Pymble".

## **Part 2 - Membership**

### **2. Membership generally**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the association in accordance with this constitution.
- (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 a member of the unincorporated Sacred Heart Pymble Football Club immediately before the registration of the association, or
- (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.

### **3. Members**

- (1) Members: The Members of the Club shall consist of:
  - (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
  - (b) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.
- (2) A parent or guardian signing the registration form in respect of a minor may exercise all rights and be subject to all obligations on behalf of that minor including, but not limited to, exercising voting rights and being nominated as an ordinary committee member and/or office bearer.
- (3) Life Members:
  - (a) The Management Committee may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
  - (b) A resolution of the annual general meeting to confer life membership on the recommendation of the Management Committee must be a Special Resolution.
  - (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

#### **4. Membership Application**

- (1) An application for membership must be made by:
  - (a) completing the Association's membership application form or registration form as shown Appendix 1, or as applicable and approved by the Management Committee;
  - (b) paying the fees determined by the Association.
- (2) Renewal
  - (a) Members (other than Life Members) must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.
- (3) Deemed Membership
  - (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
  - (b) Any Members of the Club, prior to approval of this Constitution under the Act, shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.
- (4) Discretion to accept or reject application
  - (a) The Club may accept or reject an application whether the applicant has complied with the requirements of the constitution or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
  - (b) Where the Club accepts an application, the applicant shall become a Member. membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.
  - (c) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

#### **5. Effect of Membership**

- (1) Members acknowledge and agree that:
  - (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
  - (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Management Committee or other entity with delegated authority;
  - (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club, and competition organisers;
  - (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Football and sport in general and;
  - (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

## **6. Discontinuation of Membership**

- (1) 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 within 3 months after the fee is due.
- (2) Membership entitlements not transferable;
  - (a) A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted to another person, and terminates on cessation of the person's membership.
- (3) Notice of Resignation
  - (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.
  - (b) Once the Club receives a notice of resignation of membership given, it must make an entry in the Register that records the date on which the Member ceased to be a Member.
- (4) Discontinuance for Breach
  - (a) Membership of the Club may be discontinued by the Management Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Management Committee or any duly authorised committee.
  - (b) Membership shall not be discontinued by the Management Committee under this clause without the Management Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
  - (c) Where a Member fails, in the Management Committee's view to adequately explain the breach, that Member's membership shall be discontinued by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.
- (5) Member to Re-Apply
  - (a) A Member whose membership has been discontinued must seek renewal or re-apply for membership in accordance with this Constitution; and
  - (b) May be re-admitted at the discretion of the Management Committee.
- (6) Forfeiture of Rights
  - (a) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.



(7) Membership may be Reinstated

- (a) Membership which has been discontinued may be reinstated at the discretion of the Management Committee, with such conditions as it deems appropriate.

(8) Refund of Membership Fees

- (a) Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

## **7. Register of members**

- (1) 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) Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.
- (3) Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Management Committee considers appropriate.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (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 of \$1 or, if some other amount is determined by the committee, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
- (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **9. Members' liabilities**

- (1) 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 8.

## **10. Resolution of disputes**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between a Member and: another Member; or the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (3) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the District Association in accordance with the procedures determined by the District Association from time to time.
- (4) The Management Committee may prescribe additional grievance procedures in the Regulations consistent with this clause

## **11. Disciplining of members**

- (1) A complaint may be made to the committee by any person, and claiming 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 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 committee for having taken that action and of the member's right of appeal under clause 12.
- (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 12, whichever is the later.

## ***12. 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 11, 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**

### **13. 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.

### **14. Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association.
- (2) The total number of committee members is to be a minimum of 5 and a maximum of 12.
- (3) The number of Management Committee positions for the upcoming year is to be determined at the Annual General Meeting.
- (4) The number of office-bearers of the association shall be determined at each Annual General Meeting and can cover any portfolio deemed appropriate but will include at least:
  - (a) the president;
  - (b) the treasurer;
  - (c) the secretary;
  - (d) the registrar.
- (5) A committee member may hold up to 3 offices.
- (6) 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.

### **15. Election of committee members**

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

- (a) in writing and accompanied by the written consent of the candidate and delivered to the secretary of the association prior to the date of the annual general meeting at which the election is to take place; or
  - (b) at the annual general meeting, provided the candidate has provided written consent to the nomination or is present at the meeting to provide their consent.
- (2) If insufficient further nominations are received, any vacant positions remaining on the Management Committee are taken to be casual vacancies.
  - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
  - (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
  - (5) 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 such usual and proper manner as the Management Committee may direct.
  - (6) 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.

## **16. 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 or by the chairperson of the next succeeding meeting.

## **17. 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.

## **18. 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.
- (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 19, 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.

## **19. Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the 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 committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests 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.

## **20. 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 (or such other period as may be unanimously agreed on by the members of the 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 committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee, including at least one office-bearer, 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 the same place and at the same hour of the same day in the following week.
- (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, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## ***21. Delegation by committee to sub-committee***

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, 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 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, 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, 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.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the 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 appointed by the 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 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the 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.
- (5) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Management Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (6) Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, a meeting of the Management Committee may be held where one or more of the members is not physically present at the meeting, provided that:
  - (a) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
  - (b) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.
  - (c) If a failure in communications prevents a quorum, then the meeting shall be suspended until the quorum is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
  - (d) Any meeting held where one or more of the Management Committee is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.
- (7) A Management Committee Member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Management Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary



for a member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Management Committee. If this is not possible, the matter shall be adjourned or deferred.

- (8) The nature of the interest of a Management Committee Member must be declared at the meeting of the Management Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Management Committee at the next meeting of the Management Committee. If a member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Management Committee held after the member becomes interested.
- (9) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.
- (10) A general notice stating that a Committee Member is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.
- (11) Any declaration made, any disclosure or any general notice given by a Committee Member in must be recorded in the minutes of the relevant meeting.

## **Part 4 - General meetings**

### ***23. 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.

### ***24. Annual general meetings - calling of and business at***

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, 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.

### ***25. 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 5 per cent of the total number of 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.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, 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 association, 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 24 (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.

## **27. 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 same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (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.

## **28. Presiding member**

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

## **29. 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.

## **30. 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—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 association, 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.

## **31. Special resolutions**

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

### **32. Voting**

- (1) On any question arising at a general meeting of the association 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 association unless all money due and payable by the member to the association has been paid.
- (4) A member who is under 18 years of age is only entitled to vote at any general meeting of the association if that vote is exercised by a parent or guardian, as described in clause 3(2) of this constitution.

### **33. Proxy votes not permitted**

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

### **34. Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The association may effect and maintain insurance.

### **36. Funds - source**

- (1) The funds of the association are to be derived from entrance fees 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.

### **37. 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, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised persons or in such other manner as the Management Committee determines.

### **38. 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.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in the custody and control of:

- (a) the public officer; or
- (b) an office bearer of the association.

#### **40. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books 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.

#### **41. 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.

#### **42. 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 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

### **43. Indemnity**

- (1) Every Management Committee member and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Club shall indemnify its Management Committee and employees against all damages and losses (including legal costs) for which any such Member of the Management Committee or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
  - (a) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
  - (b) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

### **44. Winding Up**

- (1) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (2) The liability of the Members of the Club is limited.
- (3) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).
- (4) If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.



# Appendix 1 Application for membership of association

(Clause 3 (1))

## APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a member of the abovenamed 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