

HILLS BULLS SPORTS CLUB INCORPORATED

CONSTITUTION

Under the Associations Incorporation Act 2009

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

HILLS BULLS SPORTS CLUB INCORPORATED

Part 1 Preliminary

1 Name & Objects

- (1) The name of the Club or association is "Hills Bulls Sports Club Incorporated".
- (2) The Club is a single legal entity as follows:
 - a. Incorporation Number Y2450436;
 - b. Australian Business Number (ABN) 93 454 586 812
- (3) The association is also known by the following names:
 - a. Hills District Junior Rugby League Football Club And Touch Association Incorporated
 - b. HILLS DISTRICT JRLFC & TA
 - c. Hills District Junior Rugby League Football Club
 - d. The Hills Sports Club
 - e. Hills Bulls Sports Club
- (4) The association is established solely for the Objects. The Objects of the association are to:
 - a. conduct, encourage, promote, advance and administer the Sport throughout the Local area;
 - i. The priority of this Object is to be applied in the following order:
 1. Junior Rugby League;
 2. Senior Rugby League; and
 3. All other Sport.
 - b. act, at all times, on behalf of and in the interest of the Members and the Sport in the Local area;
 - c. affiliate and otherwise liaise with the relevant regional sporting organisation, state sporting organisation and/or national sporting organisation for the relevant Sport of which the association is a Member and adopt their rule and policy frameworks to further these Objects;
 - d. abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport as may be determined from time to time by national sporting organisation and as may be necessary for the management and control of the Sport and related activities in New South Wales;
 - e. advance the operations and activities of the association throughout the local area;
 - f. have regard to the public interest in its operations; and
 - g. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.
- (5) Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

2 Definitions

(1) In this constitution:

Club means the "Hills Bulls Sports Club Incorporated".

Constitution means this Constitution of the association.

Financial Year means (unless determined otherwise by the Board) the year ending on the next 30 September following the prior financial year as so determined by the previous Constitution of the Club and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.

General Meeting means the annual or any special general meeting of the association.

Incapacitated means unable to fulfil duties as required by this Constitution or the Act, including being able to:

- (a) understand the information relevant to the decisions that will have to be made in the role of Director;
- (b) retain that information to the extent necessary to make those decisions;
- (c) use or weigh that information as part of the decision making process; or
- (d) communicate the decisions in some way.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Local area means the geographical area for which the Club is responsible as recognised by the relevant regional sporting organisation and/or state sport organisation for the Sport of which the association is a Member.

Member means a person who has become and is currently a member of the association as per clause 3 and 4.

office bearers means any of the President, Vice-President, Treasurer and Secretary of the association.

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

Regulations means any rules, by-laws or regulations made by the association and/or committee.

secretary means:

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

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

Sport means any of the sports of Ruby League, Touch Football, Oztag, and League Tag.

the association means the Club or association as defined in clause 1

the Act means the *Associations Incorporation Act 2009* (NSW).

the committee means the body managing the association and consisting of the ordinary committee members and office bearers

the Regulation means the *Associations Incorporation Regulation 2016* (NSW).

- (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, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
 - (c) words importing the singular include the plural and vice versa;
 - (d) words importing any gender include the other genders;
 - (e) references to persons include corporations and bodies politic;
 - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
 - (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.
- (3) The provisions of the *Interpretation Act 1987* (NSW) 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.
- (4) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.
- (5) Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model constitution under the Act is expressly displaced by this Constitution.

Part 2 Membership

3 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 applied and been approved for membership of the association in accordance with clause 4.
- (2) A person is taken to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

4 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application in their sole discretion.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.
- (5) By applying an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the association (as well as those of the Regional Sporting Organisation, State Sport Organisation and National Sporting Organisation) including but not only this Constitution.
- (6) Members (unless otherwise determined by the committee [this determination may apply to all or some members]) must re-apply for membership annually in accordance with the timeframes and procedures set down by the

association from time to time. Members acknowledge and agree that membership renewal is not automatic.

- (7) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

5 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 9 (2) within 3 months after the fee is due.

6 Membership entitlements

- (1) A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership whether by death, resignation or otherwise.
- (2) Members acknowledge and agree that:
 - (a) this Constitution forms a contract between each of them and the association 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 committee or other entity with delegated authority;
 - (c) by submitting to this Constitution and the Regulations, they are subject to the jurisdiction of the Club, and other relevant sporting bodies;
 - (d) the Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
 - (e) neither membership of the association nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over the association or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of the association;
 - (iii) subject to the Act and the association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution.
- (3) The committee may determine, allow or put in place, from time to time, different types of membership such as but not limited to:
 - (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 and do not need to reapply for membership annually;

- (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; and
 - (c) Junior Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present, or debate, or vote, at General Meetings.
- (4) If the committee resolves to put in place different types of members, then notice must be given to all current members, of the change and the type of membership that member now holds.

7 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the 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 association 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.
- (3) A member of the association will automatically cease to be a member on their death and subclause 2 will apply.
- (4) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the association and its property and shall not use any property of the association including Intellectual Property. Any association documents, records or other property in the possession, custody or control of that Member shall be returned to the association immediately.

8 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour, subject to subclause 8.
- (4) A member of the association may not obtain a copy of any part of the register, unless required by Court order. If permitted, then a copy may be obtained on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation, or
 - (c) To further the objects of the association as the committee considers appropriate.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- (8) Having regard to privacy and confidentiality considerations, inspection of the Register will only be available as required by the Act. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Member, shall be made available for inspection (but not copying) by Members.

9 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 \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

10 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.

- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary 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 13.
- (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 13,whichever is the later.
- (7) Membership which has been discontinued under this clause 12 may be reinstated at the discretion of the committee, with such conditions as it deems appropriate.

13 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 12, 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

14 Powers of the committee

Subject to the Act, the Regulation, this constitution and 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 the functions that 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 the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15 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.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.
- (2) The maximum total number of committee members is to be 7.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,

- (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
 - (5) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.
 - (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.
 - (7) A committee member shall be elected for a term of 1 year.

16 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) in the form required by the Committee, and
 - (b) must be delivered by email or post to the secretary of the association 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 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, following completion of subclause (2) above:
 - (a) the chairperson of that annual general meeting may call for any additional nominations:
 - (i) if additional nominations are received then if the additional nominations are less than or equal to the number of nominations required then those persons nominated are taken to be elected;
 - (ii) if additional nominations are received then if the additional nominations more than the number of nominations required then, a ballot is to be held in relation to those additional nominations.
 - (b) the chairperson may also determine any vacant positions remaining on the committee are taken to be casual vacancies.
- (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 committee members of the committee is to be conducted at that annual general meeting in any usual and proper manner that the committee directs.

- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.
- (8) In spite of any clause to the contrary, 2 or more members of the same immediate family (i.e. spouses, siblings, child/parent) may not nominate nor be nominated as a candidate for election as office-bearers.
- (9) At the Committee meeting following the annual general meeting, the elected committee will take nominations from their members for the roles of the committee (being the Office bearers and committee members), and they will vote to elect the Office bearers and committee members. The elected positions will then be notified to the members by in accordance with clause 47.

17 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 (whether in written or electronic form) 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

18 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.

19 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 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) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001*(Cth), or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 20, or
- (f) after reasonable consideration by the committee, is determined by the committee to have become Incapacitated and the committee reasonably expects that member will remain Incapacitated for a period exceeding 3 months, provided always that:
 - (i) the member in question is first given the opportunity to make written or oral submissions to the committee before a determination is made; and
 - (ii) any determination made under this clause shall be made with the committee acting reasonably; 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*(Cth), or
- (j) It becomes apparent that 2 or more committee members are members of the same immediate family (i.e. spouses, siblings, child/parent). In these circumstances the committee (except for the committee members in question) may elect which committee member(s) to be removed from the committee.

20 Removal of committee members

- (1) The association in a 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.

21 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that 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 any other period that 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 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 at a committee meeting 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, one of the remaining members of the committee chosen by the members present at the meeting is to preside.
- (9) A committee member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the committee member casts a vote, the vote shall not be counted. If there is any uncertainty as to whether it is necessary for a committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by the committee. If this is not possible, the matter shall be adjourned or deferred. Any such disclosure must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.

22 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

23 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a 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 committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that 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 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 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.

25 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 21 (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 any form of visible or other electronic communication by all the committee members for the time shall be as valid and effectual as if it had been passed at a meeting of committee members 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.
- (b) Without limiting the power of the committee to regulate its meetings as it thinks fit, a meeting of the committee may be held where one or more of the committee members is not physically present at the meeting, provided that:
 - (i) 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;
 - (ii) 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 committee or this Constitution. The notice will specify that committee members are not required to be present in person;
 - (iii) if a failure in communications prevents clause 5(b)(i) from being satisfied by the number of committee members which constitutes a quorum, and none of such committee members are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held, then the meeting shall be suspended until clause 5(b)(i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and
 - (iv) any meeting held where one or more of the committee members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided an office bearer is present. If no office bearer is there present, the meeting shall be deemed to be held at the place where the chair of the meeting is located.

Part 4 General meetings

26 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 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 association is, subject to the Act and to clause 26, to be convened on the date and at the place and time that 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 that type of meeting in the notice convening it.

28 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 of at least 5% 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 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 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 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 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. The notice for a special resolution must include the terms of the resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (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 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.

31 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.

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 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.

33 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the 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—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) Subclause (2) applies to a method determined by the 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 association in accordance with section 39 of the Act.

35 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 is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

36 Proxy votes not permitted

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

37 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (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 committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association 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 association may effect and maintain insurance.

40 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, any other sources that 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.

41 Funds - management

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

42 Association is non-profit

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association.
- (2) Except as prescribed in this Constitution or the Act:
 - (a) no portion of the income or property of the association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or committee member or office bearer; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the association to any Member who holds any office of the Club.
- (2) Nothing in clause 42 shall prevent payment in good faith to any Member for:
 - (i) any services actually rendered to the association whether as an employee, committee member or otherwise;
 - (ii) goods supplied to the association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the association; or
 - (v) any out-of-pocket expenses incurred by a Member on behalf of the association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

43 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members. Such organisation(s) will be determined by the Members in a General Meeting at or before the time of winding up or cancellation. 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.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.
- (3) Subject to this Constitution the association may be wound up or cancelled in accordance with the Act.
- (4) The liability of the Members of the association is limited.
- (5) Every Individual Member undertakes to contribute to the assets of the association if it is wound up or cancelled while they are a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up or cancelling the registration of the association, such an amount not exceeding one dollar (\$1.00).

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

44 Change of name, objects and constitution

An application 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.

45 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 New South Wales:

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

46 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.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

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 email or some other form of electronic transmission to an address specified by the person for giving or serving the notice, or
 - (d) by posting the notice to the association's website and notice board (if there is one) in a prominent location.
- (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 email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date
- (d) in the case of by website or notice board, on the date it was posted to the website or notice board.

48 Financial year

The financial year of the association is:

- (a) the period of time commencing on the prior financial year as so determined by the previous Constitution of the Club and ending on the following 30 September, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 October and ending on the following 30 September.

49 Indemnity

- (1) Every committee member and employee of the association will be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as committee member or employee 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 association shall indemnify its committee members and employees against all damages and losses (including legal costs) for which any such committee member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a committee member, performed or made while acting on behalf of and with the authority, express or implied, of the association; or
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the association.