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Constitution

Shoalhaven Rowing Club Incorporated

(as adopted at the Annual General Meeting of 4th October 2000)

(Rule 14.2 revised on 13th May 2009)

(changes for approval at the Annual General Meeting 18 August 2018)

1. NAME

- 1.1. The name of the Association is Shoalhaven Rowing Club Incorporated.
- 1.2. The name of the Association may only be altered at a Special General Meeting called for that purpose and with the consent of 75% of the Members present.

2. DEFINITIONS

- 2.1. In this Constitution, unless the context otherwise requires:

Act means the *Associations Incorporation Act 2009*.

AGM means annual general meeting of members required by section 37 of the Act.

Association means Shoalhaven Rowing Club Incorporated.

Association Activity includes any activity using the Association Equipment or Association Facilities; any activity organised by the Association for its Members and any other activity associated with the Association.

Association Equipment means boats, ergometers, oars and any other equipment that is the property of the Association.

Association Facilities means the Association's boatshed and clubhouse located at Paringa Park, Nowra in the State of New South Wales.

By-Laws means the By-Laws made by the Committee (as amended or varied from time to time) in accordance with clauses 10.46 and 10.47.

Committee means the Committee of the Association, the membership and functions of which are described in this Constitution.

Constitution means this document, including any annexures or addendums.

Financial Year means, unless the Committee otherwise determines, each annual period commencing 1 July and ending on 30 June.

General Meeting means a general meeting of Members and includes an AGM.

Life Member means a person who has been admitted to life membership of the Association under this Constitution.

Member means a member of the Association of any category or class.

Membership Year means, unless the Committee otherwise determines, each annual period commencing 1 October and ending on 30 September.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.

President means the person from time to time holding that office.

Public Officer means the person designated as the Public Officer of the Association upon its incorporation and such other person who may from time to time be designated by the Committee to be the Public Officer for the purposes of the Act.

Race means a contest or competition of speed over a set course.

Regatta means a series of races.

Register of Members means the register to be established and maintained under clause 8.

Regulation means the *Associations Incorporation Regulation 2016*.

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 AGM.

3. INTERPRETATION

3.1. In this Constitution, unless the context otherwise requires:

- 3.1.1. a reference to a function includes a reference to a power, authority and duty;
- 3.1.2. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- 3.1.3. a reference to a person includes a corporation and an association;
- 3.1.4. a reference to an association includes any legal entity or incorporated body, and also any properly constituted unincorporated body;
- 3.1.5. a singular includes the plural and vice versa;
- 3.1.6. a reference to a gender includes both genders;
- 3.1.7. a reference to any law or regulation is a reference to that law or regulation as amended from time to time and also to any law or regulation enacted or promulgated in substitution.

3.2. 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.

4. OBJECTIVES OF THE ASSOCIATION

- 4.1. The objectives of the Association are:
- 4.1.1. to develop and promote the sport of amateur rowing and sculling in the Shoalhaven;
 - 4.1.2. to encourage promote and pursue such other games, sports or recreations as in the opinion of the Committee can be carried on by the Association without limitations of space or location.
 - 4.1.3. to purchase, take on lease or exchange, rent, hire or to otherwise acquire and hold any real or personal property and to sell, mortgage, let, sub-let, grant licenses in respect of and otherwise deal with such property.
- 4.2. The assets and income of the Association will be applied solely in the furtherance of the objectives of the Association and no portion thereof will be distributed directly or indirectly to any Members except as bona fide compensation for expenses incurred on behalf of the Association.
- 4.3. The objectives of the Association may only be altered by a Special Resolution.

5. MEMBERSHIP

Categories of Members

- 5.1. Members shall be divided into the following categories:
- 5.1.1. Life Members;
 - 5.1.2. Official Members;
 - 5.1.3. Honorary Members;
 - 5.1.4. Active Members; and
 - 5.1.5. Supporting Members.

Clauses applying to the eligibility and admission of Members

- 5.2. Life Members:
- 5.2.1. Any member who has given the Association Distinguished Service may be considered for admission as a Life Member of the Association by nomination by a 75% majority of a full meeting of the Committee.
 - 5.2.2. Any member nominated pursuant to Clause 5.2.1 above may be admitted as a Life Member of the Association by 75% majority of the Members present and voting at the AGM.
 - 5.2.3. A Life Member will not be required to pay membership fees or subscriptions of the Association.
 - 5.2.4. A Life Member shall have the rights and privileges set out in clauses 5.7, 5.8 and 5.9.
- 5.3. Official Members:

- 5.3.1. The Committee may, in accordance with procedures established by the Committee from time to time, admit as an Official Member of the Association:
- a) any rowing coach, trainer or manager of rowing crews of the Association;
 - b) any office bearer of the Committee; or
 - c) any other person whom the Committee resolves should be eligible for membership of the Association as an Official Member.
- 5.3.2. An Official Member shall have the rights and privileges set out in clauses 5.7, 5.8 and 5.9.

5.4. Honorary Members:

- 5.4.1. The Committee shall, in accordance with criteria and procedures established by the Committee from time to time, bestow Honorary Membership on any person they consider an appropriate recipient of such membership and may also withdraw such membership at any time.
- 5.4.2. An Honorary Member will not be required to pay membership fees or subscriptions of the Association.
- 5.4.3. An Honorary Member shall not be entitled to vote at any general meeting of Members or to nominate for or be elected to the Committee or any office of the Association or participate in the management of the Association in any way.

5.5. Active Members:

- 5.5.1. Active Members shall consist of Senior, Junior, Associate and Family members.
- 5.5.2. Any members who shall not have attained the age of 18 years at the date of which his/her annual subscription falls due, shall be a Junior member.
- 5.5.3. Senior Members are those that have attained the age of 18 years at the date of which his/her annual subscription falls due.
- 5.5.4. Family Members are those that include at least one adult and one child.
- 5.5.5. Active members (not Associate) shall have the rights and privileges set out in clauses 5.7, 5.8 and 5.9.

5.6. Supporting Members:

- 5.6.1. The Committee may, in accordance with criteria and procedures established by the Committee from time to time, admit as a Supporting Member of the Association any person who does not fall within any other category of membership but wishes to support the Association through attendance at regattas, rowing functions, fundraising events or in any other way.

- 5.6.2. A Supporting Member shall have the rights and privileges set out in Clause 5.7.

Rights and privileges of Members

- 5.7. In addition to any other rights and privileges conferred on Members under this Constitution, Members (other than Honorary Members) will have the right to:
- 5.7.1. attend and speak at all general meetings of the Association; and
 - 5.7.2. to be nominated for, and elected as, an office bearer or committee member of the Committee.
- 5.8. In addition to any other rights and privileges conferred on Members under this Constitution, Members (other than Honorary Members or Supporting Members) will have access to and use of Association Facilities and Association Equipment for the duration of their membership.
- 5.9. With the exception of Official Members admitted pursuant to Clause 5.3.1(b), Members shall not be entitled to vote at any general meeting.

Committee may create additional categories of membership

- 5.10. The Committee may from time to time create further categories of membership and may also create classes of membership within categories of membership. Details of all such further categories and classes of membership, include eligibility criteria, application and approval procedures and applicable subscription and membership fees much be set out in the By-Laws.

6. GENERAL PROVISIONS RELATING TO MEMBERSHIP

Procedure for applying for membership

- 6.1. An application by a person for membership of the Association:
- 6.1.1. 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
 - 6.1.2. must be lodged (including by electronic means, if the Committee so determines) with the Secretary or the Registrar of the Association.
- 6.2. As soon as practicable after receiving an application for membership, the Secretary or Registrar must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- 6.3. As soon as practicable after the Committee makes that determination, the Secretary or Registrar must:
- 6.3.1. 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
 - 6.3.2. 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 membership fees and/or annual subscription payable by a Member of the Association.

- 6.4. The Secretary or Registrar must, on payment by the applicant of the amounts referred to in subclause 6.3.2 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.

Registration of Members

- 6.5. Following the approval of any application for membership, the Secretary or Registrar must, promptly after receipt from the applicant of the amount or amounts determined by the Committee in accordance with clauses 7.5 and 7.6, and if applicable, clause 7.7, enter the applicant's name in the Register of Members and, on the name being so entered, the applicant will become a member of the Association.

Cessation of Membership

- 6.6. A person ceases to be a Member of the Association if that person:
- 6.6.1. Resigns membership;
 - 6.6.2. Being a natural person, dies;
 - 6.6.3. Ceases to be eligible for membership;
 - 6.6.4. Is removed from the Register of Members in accordance with clause 7.11;
 - 6.6.5. Is expelled from the Association in accordance with clause 9;
 - 6.6.6. Fails to pay the Annual Membership Fee or any other fee or charge payable within 3 months after the payment was due.

Resignation of Membership

- 6.7. A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member will cease to be a Member of the Association.

Transfer, Termination and Suspension of Membership Rights

- 6.8. The rights and privileges which a Member has by reason of being a Member of the Association:
- 6.8.1. Are not capable of being transferred or transmitted to another person or entity;
 - 6.8.2. Terminate on cessation of the Member's membership;
 - 6.8.3. Are suspended and may not be exercised if, and for so long as, that Member has been suspended from membership for any reason.

7. AFFILIATION FEES, MEMBERSHIP FEES, SUBSCRIPTION AND LEVIES

Membership Year

- 7.1. The Membership Year shall commence on the 1st October and end on 30 September each year.
- 7.2. All Fees become due and payable by the commencement of the Membership Year.
- 7.3. Members joining at the beginning or during the currency of the Membership Year shall be considered as joining until the end of that Membership Year.
- 7.4. New memberships commencing after the commencement of the Membership Year are to be calculated as follows:
 - 7.4.1. Annual membership fees:
 - a) If greater than 6 months of the Membership Year is remaining 100% of the Annual Membership Fee is payable;
 - b) If less than 6 months of the Membership Year is remaining 50% of the Annual Membership Fee is payable.
 - 7.4.2. Affiliation Fees, Subscriptions and Levies
 - a) 100% of the amount payable regardless of the commencement of membership; or
 - b) As determined by the Committee to be fair and reasonable.

Fees

- 7.5. All Fees shall be determined by the Members at the AGM.
- 7.6. All Fees and other amounts payable in respect of membership must be set out in the By-Laws.

Levies

- 7.7. In addition to the Fees a levy may be imposed on all or some of the Members to cover the costs of particular programs or events or to ensure the financial viability of the Association.
- 7.8. Prior to any levies being imposed, the Committee must place a Notice of Motion before a Special General Meeting or Annual Meeting of Members. The motion shall state:
 - 7.8.1. the nature and reason for levy;
 - 7.8.2. the amount of levy; and
 - 7.8.3. the manner in which monies raised by the levy are to be applied.
- 7.9. If the motion imposing the levy is passed, the Secretary will notify, in writing, all members liable to pay same within thirty days (30) days of the resolution and the levy shall be due and payable within thirty (30) days of such notification.

Failure to pay Membership Fees

- 7.10. If a member fails to pay any fees payable under Clause 7 by the due date in accordance with the By-Laws, the Committee may, after allowing such extensions of time as it considers reasonable, suspend the Member from membership of the Association.
- 7.11. If, following a period of suspension of not less than 6 months under Clause 7.8, a Member fails to pay the fees due and payable, the Committee may by resolution determine that the Member's membership should cease and instruct the Secretary to remove the Member's name from the Register of Members.
- 7.12. The Committee may make By-Laws setting out general provisions regarding the renewal of membership for Members including time periods for payment and for suspension or termination of membership for non payment of Fees or Levies due on renewal.

Members' Liabilities

- 7.13. 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 Fees, Levies or other fees payable in accordance with Clause 7.

8. REGISTER OF MEMBERS

Secretary or Registrar to establish and maintain

- 8.1. The Secretary or Registrar must establish and maintain a Register of Members of the Association specifying:
 - 8.1.1. the name and address of each person;
 - 8.1.2. the category of membership held by each person;
 - 8.1.3. the date on which the person became a Member; and
 - 8.1.4. any other information deemed to be appropriate by the Committee.

Removal from the Register

- 8.2. If a Member of the Association ceases to be a Member for any reason, the Secretary must remove the Member's name from the Register of Members.

Register to be kept at Principal Office

- 8.3. The Register of Members must be kept at the principal place of administration of the Association.

Member's right to inspect and copy

- 8.4. A Member of the Association may obtain a copy of that part of the Register of Members which records that Member's details on payment of such fee (if any) as may be determined by the Committee.

9. DISPUTES AND DISCIPLINARY PROCEDURES

Resolution of internal disputes

- 9.1. Disputes between Members of the Association (in their capacity as Members), and disputes between Members and the Association, must in the first instance be referred to the Committee which will in good faith attempt to resolve, or have resolved, the dispute.
- 9.2. If the Committee may not resolve the dispute within 1 month of the referral to the Committee the dispute is to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 9.3. 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.
- 9.4. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

Disciplining of Members

- 9.5. A complaint may be made to the Committee by any person that a Member:
 - 9.5.1. Has contravened, refused or neglected to comply with a provision or provisions of this Constitution;
 - 9.5.2. Has wilfully acted in a manner seriously prejudicial to the interests of the Association or seriously offensive to other Members;
- 9.6. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 9.7. If the Committee decides to deal with the complaint, the Committee:
 - 9.7.1. must cause notice of the complaint to be served on the member concerned, and
 - 9.7.2. 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
 - 9.7.3. must take into consideration any submissions made by the member in connection with the complaint.
- 9.8. If, after considering the complaint and any submissions made in connection with the complaint, the Committee is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances, the Committee may, by resolution:
 - 9.8.1. expel the Member from the association; or
 - 9.8.2. suspend the Member from membership of the association.
- 9.9. If the Committee decides to take any action under Clause 9.8, 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 clauses 9.11 to 9.15.

- 9.10. A decision by the Committee to take action under Clause 9.8 will not take effect until the later of:
- 9.10.1. the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - 9.10.2. if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 9.15.

Right of appeal of disciplined Member

- 9.11. A Member may appeal to the Association in general meeting against a resolution of the Committee under Clause 9.8, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 9.12. 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.
- 9.13. On receipt of a notice from a Member under Clause 9.11, the Secretary must notify the Committee, which is to convene a General Meeting of the Association to be held 28 days after the date on which the Secretary received the notice.
- 9.14. At a General Meeting of the Association convened under Clause 9.13:
- 9.14.1. No business other than the question of the appeal is to be transacted; and
 - 9.14.2. The Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 9.14.3. The Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 9.15. The appeal is to be determined by a simple majority of votes cast by Members of the Association.

10. THE COMMITTEE

Powers of the Committee

- 10.1. Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in General Meeting, the Committee:
- 10.1.1. Is to control and manage the affairs of the Association; and
 - 10.1.2. 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 General Meeting of Members of the Association; and
 - 10.1.3. 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.

Composition and membership of Committee

- 10.2. The Committee is to consist of:

10.2.1. the Office-Bearers of the Association; and

10.2.2. at least 3 ordinary Committee Members;

each of whom is to be elected at the AGM of the Association under clauses 10.8 to 10.13.

Note: Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Committee.

10.3. The total number of Committee Members is to be at least 7 comprising of 4 Office Bearers, including the President, Club Captain, Secretary, Treasurer and 3 ordinary committee members.

10.4. The Office-Bearers of the Association are as follows:

10.4.1. The president;

10.4.2. The vice-president;

10.4.3. Club Captain;

10.4.4. Captain of the Boat;

10.4.5. Secretary;

10.4.6. Treasurer;

10.4.7. Registrar.

10.5. A Committee member may hold up to 2 offices (other than both offices of president and vice-president).

10.6. There is no maximum number of consecutive terms for which a Committee Member may hold office.

10.7. Each Member of the Committee is, subject to this Constitution, to hold office until immediately before the election of Committee Members at the AGM next following the date of the Member's election, and is eligible for re-election.

Election of Committee Members

10.8. Nominations of candidates for election as Office-Bearers of the Association or as ordinary committee members:

10.8.1. Must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

10.8.2. Must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the AGM at which the election is to take place.

10.9. 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 AGM.

- 10.10. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 10.11. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 10.12. The ballot for the election of Office-Bearers and ordinary committee members of the Committee is to be conducted at the AGM in any usual and proper manner that the Committee directs.
- 10.13. 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.

Secretary

- 10.14. 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.
- 10.14.1. 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.
- 10.15. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 10.16. The signature of the chairperson may be transmitted by electronic means for the purposes of clause 10.15.

Treasurer

- 10.17. It is the duty of the treasurer of the association to ensure:
- 10.17.1. that all money due to the association is collected and received and that all payments authorised by the association are made, and
- 10.17.2. 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.

Casual vacancies

- 10.18. 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 AGM next following the date of the appointment.
- 10.19. A casual vacancy in the office of a member of the Committee occurs if the Member:
- 10.19.1. dies, or

- 10.19.2. ceases to be a Member of the Association, or
- 10.19.3. is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- 10.19.4. resigns office by notice in writing given to the Secretary, or
- 10.19.5. is removed from office under clauses 10.20 and 10.21, or
- 10.19.6. becomes a mentally incapacitated person, or
- 10.19.7. is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- 10.19.8. 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
- 10.19.9. 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.

Removal of Committee Members

- 10.20. 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.
- 10.21. If a Member of the Committee to whom a proposed resolution referred to in Clause 10.20 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.

Committee meetings and quorum

- 10.22. The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
- 10.23. Additional meetings of the Committee may be convened by the President or by any Member of the Committee.
- 10.24. 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.
- 10.25. 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.

- 10.26. Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 10.27. 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.
- 10.28. 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.
- 10.29. At a meeting of the committee:
- 10.29.1. the president or, in the president's absence, the vice-president is to preside, or
- 10.29.2. 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.

Appointment of association members as committee members to constitute quorum

- 10.30. 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.
- 10.31. 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.
- 10.32. This clause does not apply to the filling of a casual vacancy to which clauses 10.18 and 10.19 applies.

Use of technology at Committee meetings

- 10.33. 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.
- 10.34. 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.

Delegation by committee to sub-committee

- 10.35. 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:
- 10.35.1. this power of delegation, and

- 10.35.2. a function which is a duty imposed on the committee by the Act or by any other law.
- 10.36. 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.
- 10.37. 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.
- 10.38. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 10.39. 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.
- 10.40. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 10.41. A sub-committee may meet and adjourn as it thinks proper.

Voting and decisions

- 10.42. 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.
- 10.43. 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.
- 10.44. Subject to clause 10.26, the Committee may act despite any vacancy on the committee.
- 10.45. 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.

By-Laws

- 10.46. The Committee shall make and publish By-Laws dealing with such matters as may be required by this Constitution to be dealt with in By-Laws and such other matters as the Committee considers appropriate.
- 10.47. By-Laws made by the Committee may be amended or rescinded by the Committee from time to time.

11. GENERAL MEETINGS

Annual general meetings – holding of

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

Annual general meetings – calling of and business at

- 11.3. The AGM of the Association is, subject to the Act and to clauses 11.1 and 11.2, to be convened on the date and at the place and time that the Committee thinks fit.
- 11.4. In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:
 - 11.4.1. to confirm the minutes of the last preceding AGM and of any special general meeting held since that meeting,
 - 11.4.2. to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - 11.4.3. to elect Office-Bearers of the Association and ordinary committee members,
 - 11.4.4. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 11.5. An AGM must be specified as that type of meeting in the notice convening it.

Special general meetings – calling of

- 11.6. The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.7. The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- 11.8. A requisition of members for a special general meeting:
 - 11.8.1. must be in writing, and
 - 11.8.2. must state the purpose or purposes of the meeting, and
 - 11.8.3. must be signed by the members making the requisition, and
 - 11.8.4. must be lodged with the Secretary, and
 - 11.8.5. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 11.9. 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.

11.10. A special general meeting convened by a member or members as referred to in Clause 11.9 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

11.11. For the purposes of Clause 11.8:

11.11.1. a requisition may be in electronic form, and

11.11.2. a signature may be transmitted, and a requisition may be lodged, by electronic means.

Notice

11.12. 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.

11.13. 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 Clause 11.12, the intention to propose the resolution as a special resolution.

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

11.14. 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 11.4.

11.15. 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.

Quorum for general meetings

11.16. 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.

11.17. 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.

11.18. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

11.18.1. if convened on the requisition of members—is to be dissolved, and

11.18.2. 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.

- 11.19. 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.

Presiding members

- 11.20. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- 11.21. 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.

Adjournment

- 11.22. 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.
- 11.23. 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.
- 11.24. Except as provided in Clauses 11.22 and 11.23 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.

Making of decisions

- 11.25. A question arising at a general meeting of the association is to be determined by:
- 11.25.1. a show of hands or, if the meeting is one to which clauses 11.37 and 11.38 apply, any appropriate corresponding method that the committee may determine, or
- 11.25.2. 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.
- 11.26. 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.
- 11.27. Clause 11.26 applies to a method determined by the committee under Clause 11.25.1 in the same way as it applies to a show of hands.

- 11.28. 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.

Special resolutions

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

Voting

- 11.30. On any question arising at a general meeting of the association a member has one vote only.
- 11.31. 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.
- 11.32. 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.
- 11.33. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

Proxy votes not permitted

- 11.34. 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.

Postal or electronic ballots

- 11.35. The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clauses 9.11 to 9.15).
- 11.36. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

- 11.37. 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.
- 11.38. 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.

12. MISCELLANEOUS

Insurance

- 12.1. The association may effect and maintain insurance.

Funds - source

- 12.2. The funds of the association are to be derived from members 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.
- 12.3. 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.
- 12.4. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Funds - management

- 12.5. 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.
- 12.6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

Association is non-profit

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

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

Distribution of property on winding up of association

- 12.8. 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.
- 12.9. 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.

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

Change of name, objects and constitution

- 12.10. 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.

Custody of books etc

- 12.11. Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - 12.11.1. 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

12.11.2. if the association has no premises, at the association's official address, in the custody of the public officer.

Inspection of books etc

12.12. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

12.12.1. records, books and other financial documents of the association,

12.12.2. this constitution,

12.12.3. minutes of all committee meetings and general meetings of the association.

12.13. A member of the association may obtain a copy of any of the documents referred to in Clause 12.12 on payment of a fee of not more than \$1 for each page copied.

12.14. Despite Clauses 12.12 and 12.13, 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.

Service of notices

12.15. For the purpose of this constitution, a notice may be served on or given to a person:

12.15.1. by delivering it to the person personally, or

12.15.2. by sending it by pre-paid post to the address of the person, or

12.15.3. 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.

12.16. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

12.16.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and

12.16.2. 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

12.16.3. 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.

Financial year

12.17. The financial year of the association is:

12.17.1. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and

12.17.2. 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.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.