



## PART 1 – PRELIMINARY

### NAME OF ASSOCIATION

1. The name of the Association shall be the Springwood Bushwalking Club Incorporated. The club is a non-profit association run by volunteers.

### OBJECTS

2. The objects of the Club shall be:
  - (1) To provide opportunities and training for persons interested in the outdoors by conducting bush walking activities and other outdoor activities such as camping, skiing, bicycling, canoeing, canyoning and abseiling trips and also social activities / events; and
  - (2) To encourage the establishment, preservation, wise management and use of conservation reserves such as National Parks and Wilderness Areas.

### DEFINITIONS

3. (1) In this constitution:
  - (a) **Club** means the Springwood Bushwalking Club Incorporated.
  - (b) **Committee** means the Committee of the Springwood Bushwalking Club Incorporated.
  - (c) **Member** means any person admitted to membership, in any category, of the club.
  - (d) **Secretary** means the person holding office under these rules as Secretary of the Club, or if no person holds that office, the Public Officer of the association.
  - (e) **Special General Meeting** means any general meeting of the Club other than the Annual General Meeting.
  - (f) **Activity** means any bush walk, ski tour, bicycle ride, camping trip, canyon trip, canoe trip, or abseiling trip or other approved activity which conforms with the Objects of the Club and its By-Laws
  - (g) **Act** means the Associations Incorporation Act, 2009
  - (h) **Regulation** means the Associations Incorporation Regulation, 2022.
  - (i) **Induction Program** means the process by which Prospective Members become Full Members of the club as defined in the By-Laws

**Note:** The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act. The Associations Incorporation Act, Part 4 deals with various matters relating to the management of associations.
- (2) This Constitution is accompanied by a set of By-laws for the operation and management of the Club and to provide guidelines for dealing with matters such as but not limited to maximum and minimum party sizes, generating of activities, approval of activities, signing up to activities and various types of training.

## PART II - MEMBERSHIP

### MEMBERSHIP QUALIFICATIONS AND DEFINITION

4. (1) There are six kinds of members:
  - (a) Ordinary Member; a person over 18 years old with full membership privileges, being a member prior to creation of prospective membership requirements, or a person who has fulfilled requirements for ordinary membership
  - (b) Life Member; a person who has fulfilled requirements for life membership through long term outstanding contribution to the objects of the Club in accordance with Part II, 5 (5).
  - (c) Prospective Member- a person who has applied for ordinary membership but has not yet fulfilled requirements for ordinary membership.

- (d) Temporary Member, being any person who participates in any activity by invitation of the committee or by invitation of the activity leader or by a participating member provided the leader has approved prior to the activity.
  - (e) Junior Member, being any member of age less than eighteen years.
  - (f) Associate Member, being a non-fee paying member who is invited to assist with Club roles by the Committee. Associate members may attend meetings and social events but are not able to participate in otherwise graded activities or vote on Club matters. Associate members do not pay fees. It is the intention that the number of Associate members be kept to a minimum.
- (2) The Prospective Member must complete an induction program within a period determined as appropriate by the Committee, as defined in the By-Laws.

### **NOMINATION FOR MEMBERSHIP**

5. (1) Subject to clause (4), any person seeking Ordinary Membership of the Club shall,
- (a) if OVER eighteen years of age, submit a written application for membership (including by email or other electronic means, if the committee so determines) and pay the membership fee and sign the Annual Acknowledgement of Risk statement as well as the Acknowledgement of Risk statement on the Activity Sign-up form prior to participating in their first activity as a prospective member, and
  - (b) attend an induction program as defined in the By-Laws
  - (c) if UNDER eighteen years of age, submit a written application for JUNIOR membership (including by email or other electronic means, if the committee so determines) and pay the membership fee (as defined in the By-Laws) and have their parent or legal guardian submit a signed Junior Annual Acknowledgement of Risk statement and also the Activity Sign-up form signed on their behalf, prior to participation in any club activity as a Junior Member.
  - (d) be nominated for membership as defined by the By-Laws.
  - (e) pay the relevant Annual Membership Fee.
- (2) If a Prospective Member has not become a full member by the 30th June, they must renew their membership by making a new application with the appropriate fee. The Committee may reject such new application if it considers that it is in the best interests of the Club and its members to do so.
- (3) Any person who has within the preceding five years been an Ordinary Member of the Club may become an Ordinary Member and renew Membership by payment of the Annual Membership Fee.
- (4) On completion by a person of the requirements stated in clause (1) or clause (2), the person's name and details shall be entered in the Register of Members and, upon the name being so entered, the person becomes an Ordinary Member of the Club.
- (5) The conferral of Life Membership on any member shall require a resolution and 2/3 majority at an Annual General Meeting of the Club, and may be so conferred in appreciation of exemplary service to the Club.

### **CESSATION OF MEMBERSHIP**

6. (1) A person ceases to be a member of the Club if the person:
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Club; or
  - (d) fails to pay the annual membership fee within two calendar months of the due date.
  - (e) fails to submit their updated annual Acknowledgement of Risk statement within two calendar months.

## **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

7. A right, privilege or obligation that a person has by reason of being an Ordinary Member of the Club:
- (1) is not capable of being transferred or transmitted to another person; and
  - (2) terminates upon cessation of the person's membership.

## **RESIGNATION OF MEMBERSHIP**

8. (1) A member of the Club may resign from membership of the Club by first giving to the Membership 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 club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **REGISTER OF MEMBERS**

9. (1) The Membership Secretary must establish and maintain a Register of Members of the club specifying the full name, residential or postal address, telephone number and email address of each person who is a member of the Club. The register should also contain the dates on which they became, had a change in membership status and ceased to be a member.
- (2) The Register of Members must be kept in New South Wales:
- (a) at the main premises of the club, or
  - (b) if the club has no premises, at the club's official address.
- (3) The Register of Members must be open for inspection, free of charge, by any Full Member of the club at any reasonable hour.
- (4) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests in writing 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 activity relating to the club or other material relating to the club, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the Register of Members is kept in electronic form:
- (a) it must be convertible into hard copy able to be printed in 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.

## **FEES, SUBSCRIPTIONS ETC**

10. (1) Each member except a Life Member or Temporary Member shall pay an Annual Membership Fee.
- (2) The amount of the Annual Membership Fee or Fees for each club financial year shall be determined at the Annual General Meeting.
- (3) The Annual Membership Fee shall fall due on the First of July.

## MEMBERS' LIABILITIES

11. The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as outlined in clause 10.

## RESOLUTION OF DISPUTES

12. (1) A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the Club, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## DISCIPLINARY ACTION

13. (1) A complaint may be made to the committee by any person that a member of the Club:
- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has willfully acted in a manner prejudicial to the interests of the club.
- (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 Club or suspend the member from membership of the club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the 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 14.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the club confirms the resolution under clause 14, whichever is the later.

## RIGHT OF APPEAL OF DISCIPLINED MEMBER

14. (1) A member may appeal to the club in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the club.

### **PART III - THE COMMITTEE**

#### **POWERS ETC, OF COMMITTEE**

15. Subject to the Act, the Regulation, this constitution and any resolution passed by the Club in general meeting, the committee:
- (1) is to control and manage the affairs of the club, and
  - (2) may exercise all the functions that may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, and
  - (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 Club.

#### **CHANGE OF BY-LAWS**

16. (1) A change of the by-laws may be made by a motion submitted by the moving Committee member on 14 days' notice to the Committee, in writing or by email.
- (2) The motion is to be determined by a 2/3 majority of the Committee.

#### **COMPOSITION AND MEMBERSHIP OF COMMITTEE**

17. (1) The committee is to consist of the following nine office-bearers of the Club
- (i) President;
  - (ii) Vice President;
  - (iii) Secretary;
  - (iv) Treasurer;
  - (v) Activities Officer;
  - (vi) Membership Secretary;
  - (vii) Information Technology Officer;
  - (viii) Communications Officer;
  - (ix) Training Officer
- (2) Other (non-office bearer) positions may be established and filled from time to time, including (but not limited to) Emergency Contact Officers, Volunteer Co-Ordinator, Social Secretary, Equipment Officer, Librarian, and delegates to Bushwalking NSW Incorporated, at the discretion of the Committee.
- (3) One of the office bearers also undertakes the role of Child Protection Officer;
- (4) The roles and responsibilities of the office bearers other than the Secretary, Treasurer, Public Officer and Membership Secretary are as set out, where necessary, in the Bylaws to this Constitution.
- (5) No member shall be elected or appointed to more than one of the positions listed above from (i) to (vi).
- (6) The position of President may not be held by the same person for more than three consecutive years.
- (7) 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.
- (8) No Junior, Associate, Prospective or Temporary Member shall be an office bearer.

- (9) Should an office-bearer not be able to attend committee meetings, or are temporarily unable to perform their duties or are not available for a continuous period of up to four continuous months, they should at the discretion of the committee arrange for a temporary committee member to fulfil the required duties of the office for the period of the absence.

### **ELECTION OF COMMITTEE MEMBERS**

18. (1) Nominations of candidates for election as office-bearers of the Club shall be submitted at the Annual General Meeting or in such other ways as may be determined by the Club at a general meeting
- (2) If insufficient nominations are received to fill all vacancies:
- (a) the candidates nominated are taken to be elected, and
- (b) a call for further nominations must be made at the annual general meeting.
- (3) If insufficient further nominations are received, 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 committee members of the committee is to be conducted at the 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 a committee member of the Club must be a member of the Club.

### **SECRETARY**

19. (1) The Secretary of the Club 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 written minutes of:
- (a) all appointments of office-bearers and members of the committee, and
- (b) the names of members of the committee present at a committee meeting or a general meeting, and
- (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

### **TREASURER**

20. It is the duty of the Treasurer of the Club to ensure:
- (1) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club
- (3) arrange for books and accounts to be audited annually, and
- (4) to make books and accounts available by arrangement for inspection by any Ordinary or Life Members.

### **PUBLIC OFFICER**

- 21 (1) The Club must appoint a Public Officer.
- (2) The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- (3) The position of Public Officer may, but need not be, held by a committee member.

- (4) The Public Officer's acts are valid despite any defect in his or her appointment.
- (5) Within 28 days after taking office as an association's Public Officer (other than its first Public Officer), a person must notify the Secretary, in the approved form, of:
  - (a) the person's full name and date of birth, and
  - (b) an address within New South Wales:
    - (i) at which the person can generally be found, and
    - (ii) at which documents can be served on the association by post, and
  - (c) the fact that the person has taken office as Public Officer.
- (6) If there is any change in the address of the public officer of an association, the Public Officer must notify the Secretary, in the approved form, of the new address within 28 days after the change occurs.
- (7) The Public Officer vacates office in the following circumstances:
  - (a) if he or she dies,
  - (b) if he or she resigns the office in writing addressed to the Club's committee,
  - (c) if he or she is removed from office by resolution of a general meeting of the Club,
  - (d) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit,
  - (e) if he or she becomes a mentally incapacitated person,
  - (f) if he or she ceases to ordinarily reside in New South Wales,
  - (g) in such other circumstances as the constitution of the Club may provide.
- (8) Within 14 days after vacating office, a former public officer of the Club must ensure that all documents in his or her possession that belong to the Club are delivered to a committee member of the Club.
- (9) The Club's committee must fill any vacancy in the office of public officer within 28 days after the vacancy arises.
- (10) The Club's public officer is, by virtue of that office, an authorised signatory for the Club.
- (11) The Club's committee may from time to time appoint additional authorised signatories from among such of its members as are ordinarily resident in Australia, and may at any time revoke any such appointment.
- (12) A person (other than the Club's Public Officer) vacates office as the Club's authorised signatory if:
  - (a) his or her appointment as an authorised signatory is revoked, or
  - (b) he or she ceases to be a committee member, or
  - (c) he or she ceases to be ordinarily resident in Australia.

## **MEMBERSHIP SECRETARY**

22. It is the duty of the Membership Secretary to:
- (a) deal with all applications for membership; and
  - (b) maintain the Register of Members.

## **CASUAL VACANCIES**

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

- (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the Secretary, or
- (e) is removed from office under clause 24, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

#### **REMOVAL OF COMMITTEE MEMBERS**

24. (1) The Club in general meeting may by resolution remove any member of the committee from the office of Committee 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 club, the secretary or the president may send a copy of the representations to each member of the club or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **COMMITTEE MEETINGS AND QUORUM**

25. (1) The Committee shall meet as often as necessary to conduct the affairs of the Club but not less than once every two months
- (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 five (5) 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 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.

## **APPOINTMENT OF CLUB MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM**

26. (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 ordinary 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 23 applies.

## **USE OF TECHNOLOGY AT COMMITTEE MEETINGS**

27. (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.

## **DELEGATION TO A SUB-COMMITTEE**

28. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the club 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.

## **VOTING AND DECISIONS**

29. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee, other than changes to the Club's By-Laws, 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 25 (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.

## **PART IV - GENERAL MEETINGS**

### **ANNUAL GENERAL MEETINGS - HOLDING OF**

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

### **ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

31. (1) The Annual General Meeting of the Club is, subject to the Act and to clause 28, 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 operation of the club during the last preceding financial year,
  - (c) to elect office-bearers of the Club 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.

### **SPECIAL GENERAL MEETINGS - CALLING OF**

32. (1) The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a Special General Meeting of the Club.
- (3) A requisition of members for a special general meeting:
- (a) must be written, 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.

### **NOTICE OF GENERAL MEETING**

33. (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the

meeting.

- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

**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 26 (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.

### **QUORUM FOR GENERAL MEETINGS**

34. (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) Ten Ordinary or Life Members (being Members entitled under this Constitution to vote) or 25% of the Club's Ordinary and Life Members (whichever is the lesser) 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.

### **PRESIDING MEMBER**

35. (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each General Meeting of the Club.
- (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.

### **ADJOURNMENT**

36. (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **MAKING OF DECISIONS**

37. (1) A question arising at a general meeting of the Club is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 42 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the 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.

## **SPECIAL RESOLUTIONS**

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

## **VOTING**

39. (1) On any question arising at a General Meeting of the Club an Ordinary or Life Member has one vote only and no other member is entitled to vote.
- (2) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- (4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

## **APPOINTMENT OF PROXIES**

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

## **POSTAL OR ELECTRONIC BALLOTS**

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

## **USE OF TECHNOLOGY AT GENERAL MEETINGS**

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

## **PART V - ADMINISTRATION**

### **INSURANCE**

43. The Club shall effect and maintain adequate public liability insurance and such other insurance as the Committee deems necessary.

### **FUNDS - SOURCE**

44. (1) The funds of the Club are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, any other sources that the committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club deems the record of bank transfers to be sufficient receipt of monies received by the Club. A written receipt shall be issued if a receipt is specifically requested by a member.

## **FUNDS - MANAGEMENT**

45. (1) Subject to any resolution passed by the Club in General Meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the committee determines.
- (2) All cheques, electronic banking and other negotiable instruments must be signed by 2 authorised signatories.

## **ASSOCIATION IS NON-PROFIT**

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

## **DISTRIBUTION OF PROPERTY ON WINDING UP**

47. (1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club 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.
- (2) In this clause, a reference to the surplus property of the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

## **CHANGE OF NAME, OBJECTS AND CONSTITUTION**

48. An application for registration of a change in the Club'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**

49. Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales:
- (1) at the main premises of the Club, in the custody of the Public Officer or a member of the Club (as the committee determines), or
- (2) if the Club has no premises, at the Club's official address, in the custody of, or accessible by the Public Officer.

## **INSPECTION OF BOOKS ETC**

50. (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
- (a) records, books and other financial documents of the Club,
- (b) this Constitution,
- (c) minutes of all committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

## **SERVICE OF NOTICES**

51. (1) For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **FINANCIAL YEAR**

52. The financial year of the Club is:

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

## **PARTICIPATION IN ACTIVITIES**

53. (1) Except as provided for in the By-Laws, no person other than an Ordinary Member, Life Member, Prospective Member, Temporary Member or Junior Member shall participate in any walk or other activity of the Club. Unless the activity is purely social in nature, all members must sign the relevant Acknowledgement of Risk statement on the appropriate activity registration form prior to participation in that activity.
- (2) No person under 18 years of age can participate in an activity unless an adult Ordinary or Life Member has agreed that they will be responsible for the supervision of the child or young person, by way of signing the appropriate activity registration form prior to that child or young person's participation in that activity.
- (3) If a Junior Member participates in an activity, that activity requires the participation of 3 adult members.