

PANTHERS BASKETBALL ALBURY INCORPORATED

CONSTITUTION (JUNE 2022)

Under the Associations Incorporation Act 2009 (NSW)

About this Constitution

The Constitution of an incorporated association forms the structure within which the association operates.

NSW Fair Trading has prepared a model constitution, which covers the matters required by law. Panthers Basketball Albury Incorporated has adopted a modified version of the original model constitution from NSW Fair Trading.

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Disclaimer

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

Review/Revision of Constitution

This Constitution was last reviewed and subsequently endorsed to update a name change from Lavington Panthers Basketball Club Inc to Panthers Basketball Albury Inc at the Special General Meeting convened on 7 June 2022.

This Constitution was initially endorsed/adopted at a Special General Meeting convened on 20 April 2021.

This Constitution supersedes any previous 'Lavington Panthers Basketball Club Incorporated' or 'Panthers Basketball Albury Incorporated' Constitution.

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Part 1 Preliminary

1 Name of Club

The name of the Club is Panthers Basketball Albury Incorporated.

2 Definitions and Interpretations

(1) In this Constitution:

Albury Basketball Association (ABA) means the Local Basketball Association which runs the competition the Club engages in. ABA is affiliated with BNSW

Basketball New South Wales (BNSW) means the State Basketball Organisation which the Club is governed by

Club means Panthers Basketball Albury Incorporated.

Club Committee means the body managing the Club consisting of Club Committee Members and office-bearers of the Club

Club Committee meeting means a meeting of the Club's Committee under clause 28

Club Committee Member means a Member of the Club Committee who is not an office-bearer of the Club

Constitution means the Constitution of the Club

General meeting means the annual or any special general meetings of the Club

Individual member means a registered, financial Member of the Club who is at least 18 years of age as at 1 January the year after the last Annual General Meeting

Junior Member means a registered Member of the Club who is younger than 18 years of age as at 1 January the year after the last Annual General Meeting

Life Member means an individual appointed as a Life Member of the Club under Clause 5.

Member means a Member of the Club for the time being under clause 4

Public Officer means the person appointed to be the public officer of the Club in accordance with the Act

Register mean a register of Members and Life Members kept and maintained in accordance with clause 12.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;

- (c) a reference to the exercise power or authority of the performance of the duty;
 - (d) words importing the singular include the plural and vice versa;
 - (e) words importing any gender include the other genders;
 - (f) references to a person include corporations and bodies politic;
 - (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

3 Object of the Club

The Club is established solely for the objectives. The objectives of the Club are established to:

- (a) conduct, encourage, promote, advance and support the game of basketball within the ABA and BNSW, as agreed by this Club;
- (b) act at all times, on behalf of and in the interest of all Club Members;
- (c) affiliate and otherwise liaise with ABA and BNSW and adopt their bylaws, rules and policy frameworks to further these objectives;
- (d) have regard to the public interest in its operations.

Part 2 Membership

4 Membership

The Members of the Club shall consist of:

- (a) 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;
- (b) 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;
- (c) 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.

5 Life Membership

- (1) The Club may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as Life Member.
- (2) The purposes of 'rendered distinguished service' shall be restricted to those who had contributed to the control, promotion, integration, or fostering of participation and development of basketball by their participation in the Club

for a period of ten (10) years or more and who have never been charged and found guilty of an offence under a disciplinary process that warranted a suspension of greater than ten (10) weeks and are nominated and seconded by Members of the Club for election at an Annual General Meeting of the Club.

- (3) Names of nominees for life membership, must include reasons why and shall be submitted to the Secretary at least thirty-five (35) days prior to the Annual General Meeting. Once considered and approved by the Club Committee, such nominees will be proposed for election for Life Members at the Annual General Meeting.
- (4) A resolution of the Annual General Meeting to confer life membership (subject to sub clause 3) on the recommendation of the Club Committee must be a Special Resolution and must be passed by at least seventy five percent (75%) of those Members attending and eligible to vote.
- (5) Not more than two (2) Life Members shall be elected at any one Annual General Meeting.
- (6) A person must accept or reject the Club's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the Register the person shall be a Life Member.

6 Application for membership

An application by a person for membership of the Club must:

- (a) be made in writing (including by email or other electronic means, if the Club Committee so determines) in the form determined by the Club Committee;
- (b) be lodged (including by electronic means, if the Club Committee so determines) with the Secretary of the Club;
- (c) be accompanied by the appropriate fee as adopted at the Annual General Meeting.

7 Discretion to accept or reject application

- (1) The Club may accept or reject an application whether the applicant has complied with requirements in clause 6 or not. The Club shall not be required or compelled to provide a reason for such acceptance or rejection.
- (2) Where the Club accepts the application, the secretary must 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 Club.
- (3) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

8 Renewal of membership

- (1) Members (other than Life Members) must renew and pay their membership annually accompanied by the appropriate fee as adopted at the Annual General Meeting

- (2) Any Member more than 2 months in arrears with their annual subscription shall be notified in writing or by electronic mail thereof. If at expiration of another month the subscription is unpaid, the Club Committee may consider any action necessary (see clause 9(d)), but the liability for payment of subscription shall continue and it shall be lawful for the Club to take legal proceedings to secure its payment if it wishes to do so.

9 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee (if applicable) within 3 months after the fee is due.

10 Membership entitlements not transferable

- (1) Membership of the Club does not confer on Members any right, title or interest in any real or personal property of the Club.
- (2) Each Member, except Junior Members, shall be eligible to vote at a general meeting of the Club and for nomination to the Club Committee as per clause 19.
- (3) A right, privilege or obligation which a person has by reason of being a Member of the Club:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

11 Resignation of membership

- (1) A Member of the Club may resign from membership of the Club by first giving to the secretary written notice of at least one (1) month (or any other period that the Club Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (2) If a Member of the Club ceases to be a Member under subclause (1) and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- (3) The Club has no obligation to refund membership fees or part thereof on resignation of membership (if applicable)
- (4) No Member shall be granted a transfer to another club where there are any outstanding fees.

12 Register of Members

- (1) The secretary must establish and maintain a register of Members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a Member of the Club together with the date on which the person became a Member.
- (2) The register of Members must be kept in New South Wales:
 - (a) at the main premises of the Club, or
 - (b) if the Club has no premises, at the Club's official address.
- (3) The register of Members must be open for inspection, free of charge, by any Member of the Club at any reasonable hour.
- (4) A Member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.
- (6) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of Members is kept in electronic form:
 - (a) it must be convertible into hard copy, 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.

13 Members' liabilities

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership of the Club as required by clause 6(c).

14 Resolution of disputes

- (1) A dispute between a Member and another Member (in their capacity as Members) of the Club, or a dispute between a Member or Members and the Club, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within three (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.

15 Disciplining of Members

- (1) A complaint may be made to the Club Committee by any person regarding a Member of the Club where a Member:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Club.
- (2) The Club Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Club Committee decides to deal with the complaint, the Club Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned, and
 - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Club 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 Club Committee may, 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 proven and the expulsion or suspension is warranted in the circumstances.
- (5) If the Club Committee expels or suspends a Member, the Secretary must, within seven (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 Club Committee for having taken that action and of the Member's right of appeal under clause 16.
- (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 16,
 whichever is the later.

16 Right of appeal of disciplined Member

- (1) A Member may appeal to the Club against a resolution of the Club Committee under clause 15, within seven (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 Club Committee, which is to convene a Special General Meeting of the Club to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- (4) At a Special 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 Club 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 a written ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the Club.

Part 3 The Club Committee

17 Powers of the Club Committee

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

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

18 Composition and membership of Club Committee

- (1) The Club Committee is to consist of:
- (a) the office-bearers of the Club (one of whom, who resides in NSW, will be the Public Officer), and
 - (b) a maximum of four (4) ordinary Club Committee Members, each of whom is to be elected at the Annual General Meeting of the Club under clause 19.

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

- (2) The office-bearers of the Club are as follows:
- (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer,
 - (d) the Secretary,
 - (e) the Player Liaison Officer, and

- (f) the Registrar.
- (3) A Club Committee Member may hold up to two (2) offices (other than both the offices of President and Vice-President).
- (4) There is no maximum number of consecutive terms for which a Club Committee Member may hold office.
Note. Schedule 1 to the Act provides that an Club's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the Club Committee.
- (5) Each Member of the Club Committee is, subject to this Constitution, to hold office until immediately before the election of Club Committee Members at the Annual General Meeting following the date of the Member's election, and is eligible for re-election.

19 Election of Club Committee Members

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary Club Committee Members:
 - (a) must be made in writing,
 - (b) signed by two current Club Committee Members; and
 - (c) must be delivered (physically or electronically) to the secretary of the Club at least seven (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 Club Committee, the candidates nominated are taken to be elected and further nominations are to be proposed and seconded by current Club Committee Members, at the Annual General Meeting.
- (3) If further insufficient nominations are received, any vacant positions remaining on the Club 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 Club Committee Members of the Club Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the Club Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Club Committee member of the Club must be a current Member of the Club.

20 President

- (1) The President must:
 - (a) call and preside at the meeting of the Club Committee. If the President and Vice - President are absent or unable to preside at the meeting, a Club Committee Member elected by the Club Committee must preside;

- (b) facilitate full and balanced participation in meetings by all Club Committee Members and decide on the manner in which meetings are conducted and matters of order;
- (c) present a summary report of the highlights of the Club at the Annual General Meeting for the period since the date of the previous Annual General Meeting;
- (d) shall act as a spokesperson on behalf of the Club Committee unless an alternative spokesperson has been appointed by the Club Committee and may only comment on Club matters.

21 Vice-President

The Vice-President must step-up and undertake all those items mentioned above at clause 20 when the President is not present to preside.

22 Secretary

- (1) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and Members of the Club committee, and
 - (b) the names of Members of the Club Committee present at a Club Committee Meeting or at general meeting, and
 - (c) all proceedings at Club Committee meetings and general meetings.
- (3) Ensure that notices of meetings are given in accordance with the provisions of the Constitution.
- (4) Ensure that all proceedings and official records or business at Club Committee meetings, special meetings and the Annual General Meeting are minuted and that a register of minutes is maintained and safeguarded.
- (5) Register Members of the Club and maintain the register.
- (6) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson at the next succeeding meeting.
- (7) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (6).

23 Treasurer

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

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

- (c) that a report of those finances be submitted to each Club Committee meeting; and that the Club's accounts are presented at the Annual General Meeting.

24 Player Liaison Officer

It is the duty of the Player Liaison Officer of the Club to:

- (a) support the players and be the link between the players, Club Committee and ABA;
- (b) coordinate the players, teams and coaches of the Club;
- (c) distribute material received from the Club to players and parents as appropriate;
- (d) maintain an up to date list of team players including any change of email address and phone number.

25 Registrar

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

- (a) any new player to the Club has paid the appropriate registration and game fees;
- (b) all players and teams are entered correctly as per the Player Liaison Officer's advice into the system chosen by the ABA to run the competition;
- (c) to report on any issues with registrations and the system chosen to run the competition at Club Committee meeting;
- (d) when appropriate, liaise with ABA in regard to system registration, with the aim of accurate reflection of registration status.

26 Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Club Committee, the Club 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 Club 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 27, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the written consent of the Club Committee from three (3) consecutive meetings of the Club 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 three (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.

27 Removal of Club Committee Members

- (1) The Club at any general meeting may, by resolution, remove any Member of the Club Committee from the office 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 Club 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.

28 Club Committee meetings and quorum

- (1) The Club Committee must meet at least three (3) times in each period of twelve (12) months at the place and time that the Club Committee may determine.
- (2) Additional meetings of the Club Committee may be convened by the President or by any Member of the Club Committee.
- (3) Written notice of a meeting of the Club Committee must be given by the Secretary to each Member of the Club Committee at least one (1) week (or any other period that may be unanimously agreed on by the Members of the Club 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 Club Committee Members present at the meeting unanimously agree to treat as urgent business.
- (5) Greater than but not equal to 50% of Members of the Club Committee, in office at the time, constitute a quorum for the transaction of the business of a meeting of the Club Committee. For example, if there are 10 Members 6 would constitute a quorum.
- (6) No business is to be transacted by the Club 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 business had not been concluded within 2.5 hours, the presiding Member shall ask the Members whether they wish to defer the rest of the business until the next meeting or to extend the meeting. A motion, per 31(3) is necessary if the Club wants to extend the meeting. The meeting will be extended for no more than 30 minutes.

- (8) 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.
- (9) At a meeting of the Club 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 Club Committee chosen by the Members present at the meeting is to preside.

29 Use of technology at Club Committee meetings

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

30 Delegation by Club Committee to Sub-Club Committee

- (1) The Club Committee may, by instrument in writing, delegate to one or more Sub-Club Committees (consisting of the Member or Members of the Club that the Club Committee thinks fit) the exercise of any of the functions of the Club 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 Club Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Club Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Club 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 Club Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Club 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 Club Committee.
- (6) The Club Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Club Committee may meet and adjourn as it thinks proper.

31 Voting and decisions

- (1) Questions arising at a meeting of the Club Committee or of any Sub-Club Committee appointed by the Club Committee are to be determined by a majority of the votes of Members of the Club Committee or Sub-Club Committee present at the meeting.

- (2) Each Member present at a meeting of the Club Committee or of any Sub-Club Committee appointed by the Club 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 situation prior to the vote will stand.
- (3) Subject to clause 28 (5), the Club Committee may act despite any vacancy on the Club Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Club Committee or by a Sub-Club Committee appointed by the Club Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Club Committee or Sub-Club Committee.

Part 4 General Meetings

32 Annual General Meetings - holding of

- (1) The Club must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Club must hold its Annual General Meetings:
 - (a) within 6 months after the close of the Club's financial year (refer to clause 54), or
 - (b) within any later time that may be allowed or prescribed under section 36 (2) (b) of the Act.

33 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Club is, subject to the Act and to clause 32, to be convened on the date and at the place and time that the Club 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;
 - (b) to receive from the Club Committee reports on the activities of the Club during the last preceding financial year;
 - (c) to elect office-bearers of the Club and ordinary Club Committee Members;
 - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act;
 - (e) to set the membership fee for the following year.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

34 Special General Meetings - calling of

- (1) The Club Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

- (2) The Club Committee must, on the requisition of at least five percent (5%) of the total number of Members, convene a Special General Meeting of the Club.
- (3) A requisition of Members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the Members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Club Committee fails to convene a Special General Meeting within one (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 three (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 Club 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.

35 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least fourteen (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 twenty one (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 33(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.

36 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) A quorum for a general meeting shall be six (6) Member's present and entitled to vote under this Constitution but must include any three (3) of the existing office-bearers in office at the time.
- (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 Six (6) are to constitute a quorum).

37 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 Club.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of their Members to preside as chairperson at the meeting.

38 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 fourteen (14) days or more, the Secretary must give written 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.

39 Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if four (4) or more Members present at the meeting decide that the question should be determined by a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Club 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.

40 Special resolutions

A special resolution may only be passed by the Club in accordance with section 39 of the Act – that is, a special resolution must be passed by at least 75% of those attending and eligible to vote.

41 Voting

- (1) On any question arising at a general meeting of the Club a Member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the situation prior to the vote will stand.
- (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.

42 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 a Club's constitution is to address whether members of the Club are entitled to vote by proxy at general meetings.

43 Use of technology at general meetings

- (1) A general meeting may be held at two (2) or more venues using any technology approved by the Club 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 5 Miscellaneous

44 Insurance

The Club may affect and maintain all relevant legislative insurance and requirements.

45 Funds - source

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

46 Funds - management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Club Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) authorised signatories.
- (3) No portion of the income or property of the Club shall be paid or transferred, directly, indirectly by way of dividend, bonus or otherwise to any Member.
- (4) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member who holds any office of the Club.
- (5) Nothing in sub clause (3) and (4) above shall prevent payment in good faith of or to any Member for:
 - (a) any services actually rendered to the Club, whether as an employee, Executive Member, Club Committee Member or otherwise;
 - (b) goods supplied to the Club in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any member;
 - (d) rent for premises demised or let by any Member to the Club;
 - (e) any out of pocket expenses incurred by the Member on behalf of the Club;

providing that any such payment shall not exceed fifty dollars (\$50). The commitment to spend over fifty dollars (\$50) will require the Treasurer and two (2) Club Committee Members approval prior to purchase.

47 Club is non-profit

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

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

48 Distribution of property on winding up of Club

- (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) The Club Committee Members have no right to any surplus assets remaining after the completion of the winding up of the Club.
- (3) In this clause, a reference to the surplus property of a 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.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of a Club.

49 Indemnity

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

50 Change of name, objects and constitution

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 Club Committee Member.

51 Custody of books etc

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

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

52 Inspection of books etc

- (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 Club 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 Club 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.

53 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

54 Financial year

The financial year of the Club is:

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

Notes.

1. Schedule 1 to the Act provides that a Club's constitution is to address the Club's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain Clubs incorporated under the *Clubs Incorporation Act 1984*.