

# THE CONSTITUTION OF WARATAH NETBALL CLUB INC.

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## **PART 1 – Preliminary**

### **1. Definitions**

- 1.1 In this constitution, except in so far as the context or subject-matter otherwise indicates:
  - 1.1.1 “Club” means the association named Waratah Netball Club Inc., incorporated under the Act;
  - 1.1.2 “player member” means a person who desires to play netball for the Club and who is admitted to membership of the Club and pays the annual fee;
  - 1.1.3 “ordinary member” means a non-playing member such as a coach or manager and is admitted to membership of the Club and pays the annual fee;
  - 1.1.4 “associate member” means a person who has an interest in netball and in the affairs of the Club but who is unavailable or unable to play, coach or manage netball for the Club and who is admitted as a member of the Club and pays the entrance fee and annual fee;
  - 1.1.5 “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
  - 1.1.6 “Special General Meeting” means a General Meeting of the Club other than an Annual General Meeting;
  - 1.1.7 “the Act” means the Association Incorporation Act, 2009;
  - 1.1.8 “the Regulation” means the Associations Incorporation Regulation 2016;
- 1.2 In this constitution, a reference to
  - 1.2.1 a function includes a reference to a power, authority and duty;
  - 1.2.2 and the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART 2 - Membership**

### **2. Membership**

- 2.1 A person is eligible to be a member of the Club if:
- 2.1.1 that person registers as a Player or Non-Playing Member of Waratah Netball Club in the Newcastle Netball Association competition, or
  - 2.1.2 has been nominated for membership of the Club as provided by clause 2.2
- 2.2 A nomination of a person for membership of the Club:
- 2.2.1 must be in such form as is prescribed by the Committee, and
  - 2.2.2 must be lodged with the Secretary of the Club.
- 2.3 As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination
- 2.4 Where the Committee determines to approve a nomination for membership, the Secretary must, as soon as practicable after that determination,
- 2.4.1 notify the nominee of that approval, and
  - 2.4.2 request the nominee to pay, within the period determined by the Committee but not later than Newcastle Netball Association registration date, the sum payable under this constitution as entrance fee and annual subscription for the nominee's type of Membership.
  - 2.4.3 The Committee may grant an extension of time to pay such fees to any paying members on application.
- 2.5 The Secretary must, on payment by the nominees of the amounts referred to above in subclause 2.4.2 within the period referred to in that provision, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Club.

### **3. Cessation of Membership:**

- 3.1 A person ceases to be a member of the Club if the person:
- 3.1.1 dies,
  - 3.1.2 resigns that membership,
  - 3.1.3 is expelled from the Club, or
  - 3.1.4 fails to pay the membership fee within the period agreed by the Committee.

### **4. Membership Entitlement Not Transferable**

- 4.1 A right, privilege or obligation which a person has by reason of being a member of the Club:
- 4.1.1 is not capable of being transferred or transmitted to another person, and
  - 4.1.2 terminates upon cessation of the person's membership.

### **5. Resignation of Membership:**

- 5.1 A member of the Club may resign from membership of the Club by first giving to the Secretary written notice of at least 1 month (or any other period that the Committee

may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- 5.2 Where a member of the Club ceases to be a member pursuant to clause 5.1, and in every other case where a member ceases to hold membership, the Secretary is to make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **6. Register of Members:**

- 6.1 The Secretary must establish and maintain a Register of Members of the Club specifying the name and postal or residential address, and email address of each person who is a member of the Club together with the date on which the person became a member.
- 6.2 The Register of Members is to be kept electronically by the Secretary and must be available for inspection, free of charge, by any member of the Club at any reasonable hour.
- 6.3 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.
- 6.4 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- 6.4.1 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
  - 6.4.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 6.5 Where the register is kept in electronic form :
- 6.5.1 It must be convertible into a hard copy, and
  - 6.5.2 The requirements in subclauses 6.2 and 6.3 apply as they do for a hard copy.

## **7. Fees and subscriptions**

- 7.1 A member of the Club, except original members of the Club, must on admission to membership, pay the Club a fee of \$1.00 or where such other amount is determined by the Committee, that other amount.
- 7.2 In addition to any amount payable under 7.1, a member of the Club must pay the annual fees appropriate to their membership, as determined by the Committee and set out at the beginning of the financial year.

## **8. Members' Liabilities**

- 8.1 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 7.

## **9. Resolution of disputes**

- 9.1 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.

- 9.2 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.
- 9.3 The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

## **10. Disciplining of Members**

- 10.1 A complaint may be made to the Committee by any person that a member of the Club:
  - 10.1.1 has refused or neglected to comply with a provision or provisions of this constitution, or
  - 10.1.2 has wilfully acted in a manner prejudicial to the interests of the Club.
- 10.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 10.3 If the Committee decides to deal with the complaint, the Committee:
  - 10.3.1 must cause notice of the complaint to be served on the member concerned, and
  - 10.3.2 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
  - 10.3.3 must take into consideration any submissions made by the member in connection with the complaint.
- 10.4 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.
- 10.5 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 11.
- 10.6 The expulsion or suspension does not take effect:
  - 10.6.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - 10.6.2 if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 11, whichever is the later.

## **11. Right of Appeal of Disciplined Member**

- 11.1 A member may appeal to the Club in a General Meeting against a resolution of the Committee which is confirmed under clause 10.4, within 7 days after notice of resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 11.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purpose of the appeal.

- 11.3 Upon receipt of a notice from a member under clause 11.1, 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.
- 11.4 At a General Meeting of the Club convened under clause 11.3:
- 11.4.1 no business other than the question of the appeal is to be transacted,
  - 11.4.2 the Committee and the member are to be given the opportunity to state their respective cases orally or in writing, or both and
  - 11.4.3 the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - 11.4.4 The appeal is to be determined by a simple majority of votes cast by members of the association

## **12. Patrons and Life Members**

- 12.1 The Club may in General Meeting by simple majority of those present and entitled to vote confer on any person the title of Patron.
- 12.2 The Club Executive may, on the recommendation of the Committee, by simple majority of those present and entitled to vote confer Life Membership on a Club member or members who have rendered meritorious service to the Club subject to subclause 12.3.
- 12.3 The Committee is not to recommend Life Membership for:
- 12.3.1 any Committee Member or Non-Playing Member who has less than 5 years consecutive and current membership, or
  - 12.3.2 any Playing Member who has less than 10 years total membership.
- 12.4 A Life Member is to be presented with a badge signifying their membership and a suitable trophy determined by the Committee and shall retain all the rights and privileges of and be subject to all the obligations of an ordinary member.
- 12.5 A Patron or Life Member is to be invited to attend all functions and meetings of the Club. A Patron or Life Member is permitted to address any such meetings and join in discussions but will not be entitled to vote except when the Patron or Life Member continues to play, coach, or manage netball for the Club or is an office bearer.

## **PART 3 – The Committee**

### **13. Powers of the Committee**

- 13.1 Subject to the Act, the Regulation, this constitution and to any resolution passed by the Club in General Meeting, the Committee:
- 13.1.1 is to control and manage the affairs of the Club;
  - 13.1.2 may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a General Meeting of the Club; and
  - 13.1.3 has power to perform all the acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### **14. Composition and Membership of Committee:**

- 14.1 The Committee is to consist of:
- 14.1.1 The office-bearers of the club and
  - 14.1.2 At least three ordinary Committee members,
- 14.2 Each of the Committee is to be elected in the annual general meeting of the association under clause 15.
- 14.3 The total number of Committee members is to be no less than 6.
- 14.4 Office-bearers of the Club are as follows:
- 14.4.1 the President,
  - 14.4.2 the Vice-President,
  - 14.4.3 the Secretary,
  - 14.4.4 the Treasurer; and
  - 14.4.5 the Registrar;
- 14.5 Ordinary committee members of the Club include:
- 14.5.1 the Coaching Convenor;
  - 14.5.2 the Umpiring Convenor;
  - 14.5.3 the Social Co-ordinator, and
  - 14.5.4 the Fundraising Co-ordinator.
- 14.6 A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- 14.7 There is no maximum number of consecutive terms for which a Committee member may hold office.
- 14.8 Each member of the Committee is, subject to this constitution, to hold office until the commencement of the AGM following the date of the member's election and is eligible for re-election.

**15. Election of Committee Members:**

- 15.1 Nominations of candidates for elections as office bearers of the Club or as ordinary Committee members:
- 15.1.1 must be made in writing by at least one member of the Club, and endorsed by the candidate who is to be a member of the Club at the time of nomination; and
  - 15.1.2 is to be delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the AGM at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations may be received verbally at the AGM.
- 15.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are to be deemed to be elected.
- 15.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6 The ballot for the election of office bearers and ordinary members of the Committee is to be conducted at the AGM in such manner as the Committee may direct.
- 15.7 A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member must be a member of the Club.

**16. Secretary:**

- 16.1 The secretary must, as soon as practicable after being appointed as secretary, lodge notice with the Club his or her address
- 16.2 It is the duty of the secretary to keep minutes of:
- 16.2.1 All appointments of office-bearers and members of the Committee, and
  - 16.2.2 The names of members of the Committee present at a Committee meeting or general meeting, and
  - 16.2.3 All proceedings at Committee meetings and general meetings.
- 16.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- 16.4 The signature of the chairperson may be transmitted by electronic means for the purpose of subclause 16.3.

**17. Treasurer:**

- 17.1 It is the duty of the Treasurer of the Club is to ensure that:
- 17.1.1 all money due to the Club is collected and received and that all payments authorised by the Club are made; and
  - 17.1.2 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.

## **18. Casual Vacancies:**

- 18.1 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 18.2 A casual vacancy in the office of a member of the Committee occurs if the member:
- 18.2.1 dies, or
  - 18.2.2 ceases to be a member of the Club, or
  - 18.2.3 becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - 18.2.4 resigns office by notice in writing given to the Secretary, or
  - 18.2.5 is removed from office under clause 19, or
  - 18.2.6 becomes a mentally incapacitated person, or
  - 18.2.7 is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
  - 18.2.8 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
  - 18.2.9 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.

## **19. Removal of Committee Members**

- 19.1 The Club in a general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 19.2 If a member of the Committee to whom a proposed resolution referred to in subclause 19.1 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.

## **20. Committee Meetings and Quorum:**

- 20.1 The Committee is to meet at least six (6) times in each period of 12 months at such place and time as the Committee may determine.
- 20.2 Additional meetings of the Committee may be convened by the President or Secretary or 3 members of the Committee.
- 20.3 Written Notice of a meeting of the Committee is to be given by the Secretary to each member of the Committee at least 48 hours but preferably 5 days before the time appointed for the holding of the meeting.
- 20.4 Notice of a meeting given under subclause 20.3 must specify the general nature of the business to be transacted at the meeting.

- 20.5 Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 20.6 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 be rescheduled.
- 20.7 At a meeting of the Committee:
- 20.7.1 the President is to preside, or, in the President's absence, the Vice-President is to preside, or
  - 20.7.2 if the President and Vice-President are absent or unwilling, one of the remaining members of the Committee be chosen by the members present at the meeting is to preside.

## **21. Appointment of Club members as Committee members to constitute a quorum**

- 21.1 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 sufficient number of members of the Club to enable the quorum to be constituted.
- 21.2 A member of the Committee so appointed is to hold office, subject to this constitution until the next AGM.
- 21.3 This clause does not apply to the filling of a casual vacancy.

## **22. Use of Technology at Committee Meetings**

- 22.1 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.

## **23. Delegation by Committee to Sub-Committee:**

- 23.1 The Committee may, by instrument in writing, delegate to one or more sub-Committee (consisting of such members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- 23.1.1 this power of delegation, and
  - 23.1.2 a function which is a duly imposed on the Committee by the Act or by any other law.
- 23.2 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.
- 23.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.4 Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- 23.5 Any act or thing done or suffered by the sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 23.6 The Committee may revoke wholly or in part any delegation under this rule.
- 23.7 A sub-Committee may meet and adjourn as it thinks proper.

**24. Voting and Decisions:**

- 24.1 Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of the members of the Committee or sub-Committee present at the meeting.
- 24.2 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 any equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.3 Subject to clause 20.5 the Committee may act despite any vacancy on the Committee.
- 24.4 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

## **PART 4 – General Meetings**

### **25. Annual General Meetings (AGM):**

- 25.1 The Club must hold its AGM within 3 months of the close of the Club's competition season.
- 25.2 The AGM of the Club is to, subject to the Act and subclause 25.1, be convened in September or October each year, the date, place and time that the Committee thinks appropriate.
- 25.3 In addition to any other business which may be transacted at an AGM the business of an AGM is to be:
  - 25.3.1 to confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting;
  - 25.3.2 to receive from the Committee reports upon the activities of the Club during the last preceding financial year;
  - 25.3.3 to elect office-bearers of the Club and ordinary members of the Committee; and to confirm Patrons (if any) and Life Members (if any);
  - 25.3.4 to receive and consider the financial statement which is required to be submitted to members under the Act.
- 25.4 An AGM is to be specified as such in the notice convening it.

### **26. Special General Meetings**

- 26.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 26.2 The Committee must, on the requisition of not less than 5 per cent of the total number of members, convene a Special General Meeting of the Club.
- 26.3 A requisition of members for a Special General Meeting:
  - 26.3.1 must be in writing
  - 26.3.2 must state the purpose or purposes of the meeting,
  - 26.3.3 must be signed by the members making the requisition, and
  - 26.3.4 must be lodged with the Secretary; and
  - 26.3.5 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 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 no later than 3 months after that date.
- 26.5 A Special General Meeting convened by a member or members as referred to in clause 26.4 is to be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- 26.6 For the purpose of subclause 26.3:
  - 26.6.1 a requisition may be in electronic form, and
  - 26.6.2 a signature may be transmitted, and a requisition may be lodged, by electronic means

**27. Notice:**

- 27.1 Except if the nature of the business proposed to be dealt with at an AGM requires a Special Resolution of the Club the Secretary is to, at least 14 days before the date fixed for the holding of the AGM, cause to be served on each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 If the nature of the business proposed to be dealt with at 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.
- 27.3 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 AGM, business which may be transacted pursuant to clause 25 (3).
- 27.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who is to include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

**28. Quorum for General Meetings:**

- 28.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 28.2 Five (5) members present in person constitute a quorum for the transaction of the business of a General Meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - 28.3.1 if convened upon the requisition of members, is to be dissolved and
  - 28.3.2 in any other case is to stand adjourned to the same day 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 member given the day before to which the meeting is adjourned) at the same place.
- 28.4 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.

**29. Presiding Member:**

- 29.1 The President or, in the president's absence, the Vice-President, is to preside as Chairperson at each General Meeting of the Club.
- 29.2 If the President and vice-president are absent from a General Meeting or unwilling to act, the members present is to elect one of their number to preside as Chairperson at the meeting.

**30. Adjournment:**

- 30.1 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.

- 30.2 If a General Meeting is adjourned for 14 days or more, the Secretary is to give written or oral notice of the adjourned meeting to each member of the Club stating that place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in clauses (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.

### **31. Making of Decisions:**

- 31.1 A question arising at a general meeting of the Club is to be determined by either:
  - 31.1.1 a show of hands or if the meeting is one in which clause 36 applies, any appropriate corresponding method that the Committee may determine, or
  - 31.1.2 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.
- 31.2 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.
- 31.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **32. Special resolutions**

- 32.1 A special resolution may only be passed by the Club in accordance with Section 39 of the Act.

### **33. Voting:**

- 33.1 On any question arising at a general meeting of the Club a member has one vote only.
- 33.2 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.
- 33.3 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.
- 33.4 A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

### **34. Appointment of Proxies:**

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

### **35. Postal or Electronic ballots:**

- 35.1 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 11).
- 35.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

**36. Use of technology at general meetings:**

- 36.1 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.
- 36.2 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 - Miscellaneous**

### **37. Insurance**

37.1 The Club may effect and maintain insurance.

### **38. Funds – Source:**

38.1 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 as the Committee determines.

38.2 All money received by the Club is to be deposited as soon as practicable and without deduction to the credit of the Club's bank account.

38.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **39. Funds – Management:**

39.1 Subject to any resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuant of the objects of the Club in such manner as the Committee determines.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed by 2 authorised signatories.

### **40. Association is non-profit:**

40.1 Subject to the Act and the Regulation, the Club 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.

### **41. Distribution of property on winding up of association:**

41.1 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.

41.2 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.

### **42. Change of name, objects or Constitution**

42.1 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.

### **43. Custody of Books Etc:**

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

43.2 At the main premises of the Club, in the custody of the public officer or Secretary of the Club, or

43.3 If the Club has no premises, at the Club's official address, in the custody of the public officer.

43.4 Information stored electronically in the 'cloud storage' is deemed to be stored in NSW, despite the location of the servers, for the intent of clause 43.1

#### **44. The Inspection of Books etc:**

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

44.1.1 Records, books and other financial documents of the Club,

44.1.2 This constitution,

44.1.3 Minutes of all Committee meetings and general meetings of the Club.

44.2 A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of fee of not more than \$1 for each page copied.

44.3 Despite subclauses (1) &(2), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of the 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.

#### **45. Service of Notices:**

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

45.1.1 By delivering to the person personally, or

45.1.2 By sending it by pre-paid post to the address of the person, or

45.1.3 By sending it by electronic transmission to an address specified by the person for giving or serving the notice.

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

45.2.1 In the case of a notice given or served personally, on the date on which it is received by the addressee, and

45.2.2 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

45.2.3 In the case of a notice sent by 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.

#### **46. Financial Year**

46.1 The financial year of the Club is the period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.