

## **Preamble to the Constitution of The Bush Club Inc.**

**The Bush Club** was founded in 1939 by **Paddy Pallin and Marie Byles**. They felt that there should be a club that did not insist upon overnight (camping) walks as part of qualification for membership. Because of travel restrictions imposed upon European refugees during World War II, the requirement of an overnight walk would have precluded these people from joining a club.

The "foundation plank" of our club - that there should not be any physical requirement to qualify for membership - was counter to the demands of then existing clubs for higher standards of walking from their members. The requirements of these clubs effectively excluded many people who simply loved the "bush". Qualifying walks were eventually included in The Bush Club's program to assess the compatibility of prospective members. This was to be the club that would cater for any sort of walker, programming easy walks for the not-so-energetic, hard long walks for those who wanted them, and fixed camps where one could go with the whole family.

At first walk leaders came mostly from other clubs and were people who supported The Bush Club. Some of them joined our club, others just voluntarily led our walks but remained loyal to their own club.

The first Club meeting was held on 19th September 1939, in a room in Hunter Street, Sydney, where it met monthly thereafter. Eventually, the Club took to meeting in members' homes thereby creating the friendly atmosphere of The Bush Club as a "family" of bush walkers. Over the years, traditions have been established by the members, each in his or her own way adding to and enhancing them. A basic tradition of our Club is that its members are true bush lovers, not merely people who want to dash through the bush in the shortest time possible without time to look at the attractions of the bush: the twisted angophoras, the wildflowers, the birds, the rock art, the views, the streams and waterfalls.

On 6 February 1987, the Club was incorporated under the provisions of the Associations Incorporation Act 1984, to give it a legal identity and to limit the personal liability of members for its debts. The traditions of the Club remain unchanged by this alteration in legal status.

At the time of writing, this Club has eighteen **Honorary Life Members**. Each of them has given many years of loyal, dedicated service as office-bearers, leaders and mentors. We respect, admire and venerate them for their individual contributions to the great tradition of The Bush Club.

The need for a new constitution arose following the passing of the **Associations Incorporation Regulation 2016 (NSW)** and the need to align the constitution with changes to the Club's operating environment.

Tony Hickson, President, 5 December 2019

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# The Bush Club Incorporated

## Constitution

**Name:** The name of the club is The Bush Club Inc.

**Objects:** The objects of the club are:

(1) to provide a meeting ground for those interested in any form of bushwalking and to organise walks and camps to cater for bushwalking activities and allied interests; and

(2) to affiliate with, promote or assist any association, corporate or unincorporated, which directly or indirectly furthers the activities of the club and the preservation of the bushland environment.

### Part I: Preliminary

#### 1. Definitions

(1) In this constitution, except in so far as the context or subject matter otherwise indicates or requires:

"Commissioner" means:

(a) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or

(b) if there is no such position in the Department, the Secretary of the Department.

"club" means the association incorporated under the Act as The Bush Club Inc;

"ordinary member" means a member of the committee who is not an office-bearer of the club, as listed in clause 15 (2);

"secretary" means:

(a) the person holding office under this constitution as secretary of the club;  
or

(b) where no such person holds that office, the public officer of the club;

"special general meeting" means a general meeting of the club other than an annual general meeting;

"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, discretion, obligation and duty; and

(b) a reference to the exercise of a function includes, where the function is an obligation or duty, a reference to the performance of the obligation or duty.

(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.

## **Part II: Membership**

### **2. Membership Qualifications**

(1) A person may be eligible to be a member of the club if the person is a natural person who:

- (a) has applied for membership of the club as provided by clause 4;
- (b) is over eighteen years of age;
- (c) has completed three walks, nominated by the committee as qualifying walks, within a period as determined by the committee;
- (d) has the ability to act in a manner consistent with the interests of the club;
- (e) has been approved for membership of the club by the membership sub-committee.

(2) Until a person has completed three qualifying walks as referred to in sub-clause 1(c), he or she will be known as a prospective member and will be subject to such conditions and procedures as the committee will determine from time to time.

(3) A member may, with the prior approval of the leader of the walk, be accompanied on any walk by a guest or a number of guests.

### **3. Honorary Life Membership**

(1) Subject to sub-clause (3), Honorary Life Membership may be conferred on a member in appreciation of exemplary service to the Club. Life membership shall be recommended by the committee or a majority of them. Such new recommendation shall be put to the members as a resolution at a general meeting.

(2) For the purposes of sub-clause (1), guidelines defining criteria for the nomination of an honorary life member shall be included in the minutes of the general meeting referred to in sub-clause (1).

(3) Members upon whom honorary life membership has been conferred before the inclusion of this clause in this constitution shall be deemed to be honorary life members in accordance with sub-clause (1).

### **4. Application for Membership**

(1) An application of a person for membership of the club:

- (a) must be made in writing or by electronic means in the form approved by the committee;
- (b) must be lodged with the membership secretary of the club; and
- (c) must be accompanied by the sum specified in accordance with clause 9, as if the applicant were a member, as entrance fee and annual subscription.

(2) As soon as practicable after receiving an application for membership, the membership secretary shall refer the application to the membership sub-committee which is to determine whether to approve or reject the application.

(3) Where the sub-committee determines to approve an application for membership, the membership secretary must enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the club and the fees paid in accordance with sub-clause (1)(c) shall be deemed to be the entrance fee and annual subscription.

(4) Where the committee determines not to approve an application for membership, the membership secretary must, as soon as practicable after the determination, advise the applicant and must return to the applicant the sum paid by the applicant as entrance fee and annual subscription.

## **5. Cessation of Membership**

(1) A person ceases to be a member of the club if the person:

- (a) dies; or
- (b) resigns that membership in accordance with clause 7; or
- (c) is expelled from the club; or
- (d) fails to pay the membership fee under sub-clause 9(2).

## **6. Membership entitlements not transferable**

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 upon cessation of the person's membership.

## **7. Resignation of Membership**

(1) A member of the club is not entitled to resign that membership except in accordance with this clause (7. Resignation of Membership).

(2) A member of the club who has paid all amounts payable by the member to the club in respect of the member's membership may resign from membership of the club by giving to the membership secretary written notice of at least one month (or not less than such other period as the committee may determine) of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) Where a member of the club ceases to be a member pursuant to sub-clause (2), and in every other case where a member ceases to hold membership, the membership secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(4) If the member resigns, he or she shall not be entitled to any refund of any fees or annual subscription paid for the year in which he resigns.

## **8. Register of Members**

(1) The membership secretary of the club must establish and maintain a register of members, including prospective members, of the club specifying the name and 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 and may be in electronic form.

(3) The register of members must be available for inspection, free of charge, by any member of the club at any reasonable hour, subject to sub-clause (5).

(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 or the Committee directs 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 (3) to (6) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **9. Fees and subscriptions**

(1) Subject to sub-clause (4), a member of the club must, upon admission to membership, pay to the club a fee of \$1 or, where some other amount is determined by the committee, that other amount.

(2) In addition to any amount payable by the member under sub-clause (1), a member of the club shall, subject to sub-clause (4), pay an annual membership fee of \$10 or, where some other amount is determined by the committee, that other amount.

(3) The initial annual membership fee is payable within the period of three months following the date the member is admitted to membership. Subsequent annual membership fees are payable within three months of a date determined by the Committee which may be either the commencement of the club's financial year or the anniversary of the member's admission to membership.

(4) Where in the opinion of the committee special circumstances exist, the committee may reduce or waive the annual membership fee payable by a member.

(5) A member who was a member of the club immediately before the date specified as the date of incorporation in the certificate of incorporation granted under the Act shall, on that

specified date, be deemed to have paid to the club the fee payable pursuant to sub-clause (1).

(6) Any member failing to pay the amount payable under sub-clause (2), within three months of the amount becoming due, shall cease to be a member, but may, upon the determination of the committee, be re-admitted to membership upon payment of that amount.

## **10. 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 9.

## **11. 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, in the first instance, referred to the committee. If resolution of the dispute is not achieved, then the dispute shall 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 any dispute referred to arbitration.

## **12. Disciplining of members**

(1) A complaint may be made to the committee by any person that a member of the club:

(a) has refused or neglected to comply with a provision or provisions of this constitution or the policies established by the committee from time to time; or

(b) has wilfully 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, either orally or in writing (including by email or other electronic means, if the committee so determines), of the complaint to be served on the member concerned;

(b) must give the member at least 14 days from the time the notice is served within which to make submissions, either oral or in writing, to the committee in connection with the complaint;

(c) must, in the notice of the complaint, state that if the member chooses to make an oral submission, he or she may address the committee at a meeting to be held not earlier than 14 days after the time the notice is served;

(d) must state the date, time and place of the meeting;

(e) 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 have been proved and the expulsion or suspension is warranted in the circumstances.

(5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.

(6) The expulsion or suspension does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

b) if within that period the member exercises the right of appeal, unless and until the committee confirms the resolution under clause 13,

whichever is the later.

### **13. Right of appeal of disciplined member**

(1) A member may appeal to the club, in a general meeting, against a resolution of the committee, which is confirmed under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a written notice (including by email or other electronic means, if the committee so determines) 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) Upon receipt of a notice from a member under sub-clause (1), the secretary must notify the committee which is to convene a special 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 sub-clause (3):

(a) no business other than the question of the appeal shall 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;

(d) The appeal is to be determined by a simple majority of votes cast by members of the club.

## **Part III: The Committee**

### **14. Powers of the committee**

The committee shall be called the committee of management of the club and, subject to the Act, the Regulation and this constitution and to any resolution passed by the club in general meeting:

- (a) is to control and manage the affairs of the club; and
- (b) may exercise all such functions as 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
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the club.

## **15. Composition and membership**

(1) The committee shall consist of:

- (a) the office-bearers of the club; and
- (b) 1 ordinary member,

each of whom shall be elected at the annual general meeting of the club pursuant to clause 16.

(2) The office-bearers of the club are as follows:

- (a) the president;
- (b) two vice-presidents;
- (c) the secretary;
- (d) the assistant secretary;
- (e) the treasurer;
- (f) the events coordinator;
- (g) the walks secretary; and
- (h) the membership secretary.

(3) A committee member may hold up to two offices but not the offices of president and vice-president simultaneously.

(4) The annual general meeting may at any time appoint to the committee such other office-bearers as it thinks fit.

(5) The committee may at any time appoint to the committee up to four ordinary members in addition to the ordinary member elected pursuant to sub-clause (1).

(6) The committee shall appoint a public officer of the club. The Public officer may hold a committee position and must be a member of the club.

(7) A president shall not hold office for a period of more than three full consecutive years.

(8) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the next annual general meeting following the date of the member's election and is eligible for re-election.

## **16. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the club or as an ordinary member of the committee shall be received at the annual general meeting or in writing accompanied by the written consent of the nominee.
- (2) Written nominations must be delivered to the secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in any usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office bearer or as an ordinary committee member of the club must be a member of the club.

## **17. Secretary.**

- (1) The secretary of the club shall, 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 cause minutes to be kept 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 shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **18. Treasurer**

It is the duty of the treasurer of the club to ensure that:

- (a) all money due to the club is collected and received and that all payments authorised by the club are made, and
- (b) 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.

## **19. Casual vacancies**

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the club to fill the vacancy and the member so appointed shall 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) 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 20; or

(f) becomes a mentally incapacitated person; or

(g) is absent without the consent of the committee from 3 consecutive meetings of the committee. The committee may give consent for an absence on receipt of a member's apology before the time of the meeting; 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.

## **20. Removal of committee members**

(1) The club in general meeting or special general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in sub-clause (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 they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21. Committee Meetings and Quorum**

(1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Notice, which may be in electronic form, of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as

may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business shall 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 stands adjourned to the same place, unless another place is specified at the time of adjournment, 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 shall be dissolved.

(8) At a meeting of the committee:

(a) the president or, in the president's absence, one of the vice-presidents, is to preside; or

(b) if the president and the vice-presidents are absent or unwilling to act, one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **22. Appointment of club members as committee members to constitute quorum**

(1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the club as committee members to enable the quorum to be constituted.

(2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

(3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

## **23. Use of technology at committee meetings**

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

(2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **24. Delegation by committee to sub-committee**

(1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the club as the committee thinks fit) the exercise of such functions of the committee as 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 of 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 such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

## **25. Voting and decisions**

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall 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 sub-clause 21(5), the committee may act notwithstanding 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 notwithstanding 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**

## **26. Annual general meetings - holding of**

(1) The club must hold its first annual general meeting within the period of 18 months after its incorporation under the Act.

(2) The club must hold its annual general meetings:

(a) within 6 months after the close of the association's financial year, or

(b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

## **27. Annual general meetings - calling of and business at**

(1) The annual general meeting of the club shall, subject to the Act and to clause 24, be convened on such date and at such place and time as 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; and

(b) to receive from the committee reports upon the activities of the club during the last preceding financial year; and

(c) to elect office-bearers of the club and ordinary members of the committee; and

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

## **28. Special general meetings - calling of**

(1) The committee may, whenever it thinks fit, convene a special general meeting of the club.

(2) The committee must, on the requisition in writing of not less than 5 per cent 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 committee fails to convene a special general meeting to be held within 1 month after that 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 sub-clause (4) shall be convened as early as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the club for any expense so incurred.

(6) For the purposes of subclause (3):

(a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29. Notice**

(1) Except where 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 sent to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted pursuant to sub-clause 27(2).

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

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.

## **30. Quorum for general meetings**

(1) No item of business shall 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) Fifteen members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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

(a) if convened upon 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 not less than 3) shall constitute a quorum.

### **31. Presiding member**

(1) The president or, in the president's absence, one of the vice-presidents, shall preside as chairperson at each general meeting of the club.

(2) If the president and the vice-presidents are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **32. Adjournment**

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall 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 notice, which may be in electronic form, 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 sub-clauses (1) and (2), the notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33. Making of decisions**

(1) A question arising at a general meeting of the club is to be determined by:

(a) a show of hands; or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or

(b) a written ballot if on the motion of the chairperson or if 5 or more members present at the meeting request 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 committee under subclause (1) (a) in the same way as it applies to a show of hands.

(4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34. Special resolution**

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

### **35. 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 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, notwithstanding sub-clause 4, is entitled to vote at an annual general meeting if the annual subscription is no more than 3 months in arrears.

### **36. Appointment of proxies**

No member shall be entitled to appoint another member as proxy.

### **37. Postal Ballots**

(1) The club may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **38. Use of technology at general meetings**

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

(2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part V – Miscellaneous**

### **39. Insurance**

The club may effect and maintain insurance.

### **40. Funds – source**

(1) The funds of the club shall 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.

(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 account or other authorised deposit- taking institution account.

(3) If requested, the club must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **41. 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 as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the club, being members or employees authorised to do so by the committee.

#### **42. 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.

#### **43. Distribution of property on winding up of association**

(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.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of the club.

#### **44. Change of name, objects and constitution**

(1) The name of the club, the statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the club.

(2) A special resolution in sub-clause (1), if passed by the members as provided in clause 34, shall then be the subject of an application to the Commissioner for registration of a change in the club's name, objects or constitution in accordance with section 10 of the Act.

(3) Application to the Commissioner is to be made by the public officer or a committee member.

#### **45. Documents and Instruments**

Documents and instruments may be executed by the Committee in accordance with the provisions of section 22 of the Act.

#### **46. 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 at the club's official address, in the custody of the public officer.

#### **47. 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 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.

#### **48. 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.

#### **49. Financial year**

(1) 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 30 June; and

(b) each 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.

## **50. Auditor**

(1) An honorary auditor must be elected at each annual general meeting to examine the books and accounts of the club.

(2) At the next succeeding annual general meeting the auditor must make a report to the members on the books and accounts examined pursuant to sub-clause (1).

(3) The auditor must, if in his or her opinion:

(a) the public officer, the committee or a member of the committee has knowingly failed by any act or omission to comply with the provisions of the Act, the Regulations, this constitution or any decision of a general meeting of the club; and

(b) it is in the public interest to do so, notify the Commissioner of the act or omission.