



# **CONSTITUTION**

**Balgownie Hotel Social Golf Club Inc 1300794**

**May 14 2019**

**CONTENTS****PART 1 PRELIMINARY**

1. Affiliations
2. Definitions
3. Interpretations

**PART 2 OBJECTS****PART 3 MEMBERSHIP**

4. Composition of membership
5. Classes of ordinary members
6. Membership qualifications and rights
7. Admission to membership
8. Transfer of membership
9. Provision of constitution
10. Register of members
11. Cessation of membership
12. Membership entitlements not transferable
13. Annual subscription
14. Levies and charges
15. Members' liabilities
16. Resolution of internal disputes
17. Disciplining of members
18. Right of appeal of disciplined member

**PART 4 COMMITTEE**

19. Powers of the Committee
20. Composition and membership
21. Election of Committee members
22. President
23. Vice-president
24. Secretary
25. Treasurer
26. Casual vacancies
27. Removal of a Committee member
28. Meetings and quorum
29. Appointment of voting members as Committee members to constitute quorum
30. Use of technology at Committee meetings
31. Voting in writing by members of Committee
32. Delegation by Committee to Sub Committees
33. Executive
34. Voting and decisions
35. Indemnity and insurance

**PART 5 GENERAL MEETINGS**

36. Annual General Meetings
37. Special General Meetings
38. Notice
39. Quorum for General Meetings
40. Presiding member
41. Adjournment
42. Making of decisions
43. Voting
44. Use of technology at General Meetings

## **PART 6 MISCELLANEOUS**

45. Funds-source
46. Funds-management
47. Club is non-profit
48. Distribution of property on winding up
49. Change of name, objects and constitution
50. Custody of records
51. Inspection of records
52. Service of notices
53. Club colours
54. Savings and transitional provisions

## **PART 1 PRELIMINARY**

### **1. Affiliations**

The incorporated Balgownie Hotel Social Golf Club shall be affiliated with the Balgownie Hotel, Balgownie and such other organisation, which the committee may determine from time to time.

### **2. Definitions**

In this constitution, unless the contrary intention appears:

*“Act”* means the *Associations Incorporations Act 2009*;

*“Committee”* means the Committee of the *Club* constituted under this Constitution;

*“By-laws”* means by-laws made by the *Committee* under this constitution;

*“Club”* means Balgownie Hotel Social Golf Club Incorporated (BHSGC Inc);

*“Club’s Notice Board”* means a notice board designated as such, situated in Balgownie Hotel and on which notices for the information of members are posted;

*“Club’s Web Site”* means the web site maintained by the *Club* from time to time;

*“Executive”* means the President, Vice President/Club Captain, Secretary and Treasurer/Registrar of BHSGC Inc.

*“Financial Year”* is the period beginning 1<sup>st</sup> April and ending 31<sup>st</sup> March the following year;

*“General Meeting”* means an Annual General Meeting or a *Special General Meeting* of the *Club*;

*“Including”* means including without limitation;

*“Month”* means a calendar month;

*“Ordinary Committee Member”* means a member of the Committee who is not an office-bearer of the *Club*;

*“Playing Year”* is the period beginning 1<sup>st</sup> April and ending 31<sup>st</sup> March the following year;

*“Regulation”* means the *Associations Incorporations Regulation 2016*;

*“Special General Meeting”* means a *General Meeting* of the *Club* other than an Annual General Meeting;

“*Special Resolution*” has the meaning defined in the *Act*; (Note: A special resolution is only passed if agreed to by at least 75% of the members voting.)

“*Voting Member*” means a full financial member of the *Club*, or life member of the *Club* under this constitution.

### 3. Interpretations

(1) In this Constitution:

- a reference to a function includes a reference to a power, authority and duty;
- a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- words importing the singular include the plural and vice versa;
- words importing any gender include the other genders;
- where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- references to persons include corporations and bodies politic;
- references to a person include the legal personal representatives, successors and permitted assigns of that person;
- a reference to a statute, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and a reference to writing is, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

(2) The provisions of the *Interpretation Act 1987 (NSW)* 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) A decision of the *Committee* on the interpretation of this constitution, or any *By-laws*, or on any matter arising from them, is conclusive and binding on all members of the *Club*, subject to that interpretation being varied or revised by the members of the *Club* in a *General Meeting* or by the Supreme Court of New South Wales.

## PART 2 OBJECTS

The objects of the *Club* are:

- a) to promote, control, manage and encourage the game of golf and such other sports, games and pastimes as the *Club* considers appropriate;
- b) to affiliate with any organisation or organisations whose objects are altogether or in part similar to those of the *Club*,
- c) to foster good fellowship amongst its members and between its members and members of other sporting organisations
- d) to provide for the alleviation of distress among members, their dependants and others;

- e) to advance health, education and social and public welfare;
- f) to enforce the observance of this constitution and any *By-laws* and to deal with any infringement of them;
- g) to raise funds by any lawful means for the attainment of these objects; and
- h) to play the game of golf according to the rules set out in 'The Rules of Golf' as well as observing the local playing rules of host golf clubs and this *Club* and to take any action incidental to, or to better facilitate the achievement of these objects.

### **PART 3 MEMBERSHIP**

#### **4. Composition of membership**

Membership of the *Club* is to consist of:

- a) ordinary members;
- b) life members; and
- c) honorary members.

#### **5. Classes of ordinary members**

Ordinary membership of the *Club* is to consist of the following classes:

- a) full financial members; and
- b) social members.

#### **6. Membership qualifications and rights**

The qualifications for membership and the rights of the various classes of ordinary membership are as follows:

##### **Full financial members**

(1) Any natural person who has

- a) attained the age of 18 years; and
  - b) at the time of joining the *Club* paid the entrance fee; and
  - c) paid the annual subscription fee for the relevant financial year,
- is a full financial member of the *Club* for the relevant *Financial Year*.

(2) Full financial members are entitled to such rights as the *Committee* determines from time to time.

##### **Social members**

(3) Any natural person who has attained the age of 18 years and paid the required annual social membership fee is a social member for the year for which such fee has been paid.

(4) Social members are entitled to such rights as the *Committee* determines from time to time but may not:

- a) hold office;
- b) vote at meetings;
- c) nominate persons for office; or
- d) take part in the management of the *Club*.

### Life members

- (1) Any ordinary member, who has been an ordinary member for at least 10 years and has rendered exceptional service to the *Club* may be elected as a life member
- (2) A nomination for life membership must be made in writing by not less than 5 *Voting Members* (who have been *Voting Members* for not less than 2 years) or life members and submitted to the *Committee* for consideration and recommendation, not less than 3 months prior to an *Annual General Meeting*.
- (3) A life member may only be elected by *Special Resolution*.
- (4) The election must be by secret ballot.
- (5) A life member has all the rights that a financial member has under this constitution for life, subject only to any discipline pursuant to clause 17.

### Honorary members

- (1) Any natural person who has rendered special service to the *Club* may be elected as an honorary member.
- (2) A nomination for honorary membership must be:
  - a) made in writing by not less than 2 *Voting Members* (who have been financial members for not less than 2 years) or life members not later than 3 months before the *Annual General Meeting*;
  - b) submitted to the *Committee* for consideration and recommendation prior to the *Annual General Meeting*; and
  - c) submitted to the *Annual General Meeting* only if recommended by the *Committee*.
- (3) An honorary member must be elected by *Special Resolution*.
- (4) The election must be by secret ballot.
- (5) Honorary members are entitled to such rights as the *Committee* determines from time to time, but may not:
  - a) hold office;
  - b) vote at any meetings;
  - c) nominate persons for office; or
  - d) take part in the management of the *Club*.
- (6) On election of an honorary member the following particulars must be entered in the *Club's* register of honorary members:
  - a) the full name of the honorary member;
  - b) the residential address of the honorary member;
  - c) the electronic address of the honorary member;
  - d) the date on which the honorary member was elected; and
- (7) Honorary membership continues until the *Committee* resolves otherwise or disciplinary action is taken under clause 17.

## 7. Admission to membership

- (1) A person may not be admitted as a member of the *Club* other than as a life member or an honorary member, unless that person has applied and been approved for membership of the *Club* in accordance with subclauses (2), (3), (4), (5).
- (2) An application by a person for membership of the *Club* must be:
  - a) made in writing (including by email or other electronic means, as the *Committee* so determines from time to time) on a designated nomination form and containing such particulars as are from time to time prescribed by the *Committee* (including the full name, address, email address and phone number/s of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution), and
  - b) lodged (including by electronic means, as the *Committee* so determines from time to time) with the secretary of the *Club*.
- (3) As soon as practicable after receiving an application for membership, the secretary must refer the application to the *Committee*, which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the *Committee* makes that determination, the secretary must:
  - a) notify the applicant in writing (including by email or other electronic means, as the *Committee* so determines) that the *Committee* approved or rejected the application (whichever is applicable); and
  - b) if the *Committee* approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (5) The registrar must, on payment by the applicant of the amounts referred to in subclause (4) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the *Club*.
- (6) The entrance fee shall be determined by the *Committee* from year to year.

## 8. Transfer of membership

- (1) The *Committee*, may, on the written application of an ordinary member, transfer that member from any class of ordinary membership to another class of ordinary membership to which that member is entitled to be elected.
- (2) A member so transferred is not entitled to receive a refund or reduction of any subscription paid for the then *Financial Year* but may be required to pay the difference between the annual subscription applicable to the member's new class of membership and the annual subscription applicable to the former class of membership.
- (3) Membership is not transferable other than in accordance with this section.

## 9. Provision of constitution

- (1) A copy of this constitution must be given to a member on request being made to the secretary and, if demanded by the secretary, on payment of any fee prescribed by the *Committee*.
- (2) In any event the *Committee* shall cause a copy of this Constitution to be accessible by members on any website maintained by the *Club* from time to time.

## 10. Register of members

The *Committee* shall appoint a Registrar to establish and maintain a register of members of the *Club* (whether in written or electronic form) specifying the name, postal and residential address, email address and phone numbers of each person who is a member and whether they are financial. In the absence of another appointment the treasurer shall fulfil the role of registrar.

## 11. Cessation of membership

A person ceases to be a member of the *Club* if the person:

- a) dies;
- b) is unfinancial;
- c) is expelled from the *Club*.

## 12. Membership entitlements not transferable

A right, privilege or obligation, which a person has by reason of being a member of the *Club*:

- a) may not be transferred or transmitted to another person; and
- b) ends on cessation of the person's membership.

Otherwise than in accordance with clause 8.

## 13. Annual subscription

- (1) The annual subscription, payable by each class of ordinary member, shall be determined by the *Committee* each year.
- (2) In the case of any class of ordinary membership the *Committee* may allow payment of the annual subscription in proportion to the period of *Financial Year* remaining after the commencement of membership.
- (3) Annual subscriptions are due by the 30th day of April in each year.
- (4) The manner of payment and all other matters relating to the annual subscription not specifically provided for in this constitution may be determined by the *Committee* from time to time.
- (5) If the annual subscription for any year is not paid by a member by June 30<sup>th</sup>, the member ceases to be entitled to any of the privileges of membership until the annual fee is paid.
- (6) Neither the provisions of the clauses relating to suspension and expulsion nor the clauses of natural justice apply to any procedure taken under subclause (5).

## 14. Levies and charges

The *Committee* may make such levies and/or charges as it sees fit, on ordinary members from time to time, for general or special purposes.

## 15. 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 clauses 7 and 13.

## 16. Resolution of internal disputes

- (1) If there is a dispute between members (in their capacity as members) of the *Club*, or a dispute between a member and the *Club*, the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (2) If the dispute is not so resolved the *Committee* may determine the dispute in such manner and by such procedures, as it considers appropriate.

## 17. Disciplining of members

- 1) A complaint may be made, but has to be in writing, to the *Secretary* by any person that is a financial member of the *Club*:
- 2) With respect to such a complaint the committee may determine whether a member:
  - a) has refused or neglected to comply with any of the provisions of this constitution or the *By-laws*; or
  - b) is guilty of conduct which:
    - is unbecoming of a member; or
    - is prejudicial to the interests of the *Club*; or
    - renders the member unfit for membership.
- 3) The *Committee* may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 4) If the *Committee* decides to deal with the complaint, the *Committee* must:
  - a) cause notice of the complaint to be given to the member concerned;
  - b) give the member concerned at least 14 days' notice of:
    - the terms of the complaint;
    - the meeting of the *Committee* at which the complaint is to be considered; and
    - the member's right to make submissions in respect of the complaint to the *Committee*; and
  - c) take into consideration any submissions made by the member in connection with the complaint.
  - d) notify the complainant of the meeting of the *Committee* at which the complaint is to be considered.
  - e) invite the complainant to submit additional submissions prior to or at that meeting and /or attend that meeting to answer any questions the *Committee* and/or the member may wish to ask of the complainant.
- 5) The member is entitled to attend the meeting of the *Committee* at which the complaint is to be considered for the purpose of answering the complaint or may answer the complaint in writing.
- 6) If the member does not attend the meeting, the *Committee* may determine the complaint on the evidence before it (including any written representations made by the member) in the member's absence.
- 7) The *Committee* may:
  - a) dismiss the complaint;
  - b) reprimand;
  - c) suspend for any period it considers fit;
  - d) expel; or
  - e) respond to the complaint in any other way it sees fit.
- 8) The reprimand, suspension or expulsion does not take effect:

- a) until the expiration of the period within which the member may 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 18, whichever is the later.
- 9) If the *Committee* reprimands, suspends or expels the member, the secretary must, within 14 days after the action is taken, cause notice in written or electronic form 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 18.
- 10) The suspension or expulsion 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 18, whichever is the later.

## 18. Right of appeal of disciplined member

- (1) A member may appeal to the *Club* in a *General Meeting* against a resolution of the *Committee* under clause 17, within 14 days after notice of the resolution is given to the member, by lodging with the secretary a notice to that effect.
- (2) The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the *Committee* which must convene a *General Meeting* of the *Club* to be held within 21 days after the date on which the secretary received the notice.
- (4) At a *General Meeting* of the *Club* convened under subclause (3):
  - a) no business other than the question of the appeal is to be transacted;
  - b) the *Committee* and the complainant and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by full financial members of the *Club* in attendance.

## PART 4 COMMITTEE

### 19. Powers of the Committee

- (1) The *Committee* is to be the governing body 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*;
  - b) may exercise all functions that may be exercised by the *Club*, other than those functions that are required by the *Act* or any other law or this Constitution to be exercised by a *General Meeting*; and
  - c) may do all things as appear to the *Committee* to be necessary or desirable for the proper management of the *Club*.
- (2) The *Committee* may make such By-laws for the management and administration of the *Club* as it thinks necessary or desirable. Those By-laws must be consistent with this Constitution and are binding on the *Club* and all members.

- (3) At the first meeting of the *Committee* following each Annual General Meeting the *Committee* shall by resolution determine the minimum funds balance that it considers to be reasonably necessary for the *Club* to hold at the end of that *Financial Year*.
- (4) In all financial reports to the *Committee* and / or to the *Members* the Treasurer is to confirm whether or not at the date of each such report the *Club* can reasonably expect to hold such minimum funds balance at the end of that *Financial Year*.

## 20. Composition and membership

- (1) The *Committee* is to consist of:
  - a) the office-bearers of the *Club*; and
  - b) *Ordinary Committee Members*.
- (2) The total number of *Committee members* is to be 9.
- (3) The office-bearers of the *Club* are as follows:
  - a) the President,
  - b) the Vice-president / Club captain,
  - c) the Secretary,
  - d) the Treasurer / Registrar.
- (4) A *Committee member* may hold no more than two office-bearer positions at any one time.
- (5) There is no maximum number of consecutive terms for which a *Committee member* may hold office.
- (6) Each member of the *Committee* is, subject to this constitution, to hold office until immediately before the election of *Committee members* at the *Annual General Meeting* next following the date of the member's election, and is eligible for re-election.

## 21. Election of Committee Members

- (1) Nominations of candidates for election as *Committee members* must be:
  - a) made in writing, nominated by a *Voting Member*, seconded by a *Voting Member* and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - b) delivered to the secretary not less than 14 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 *Committee*, the candidates nominated are taken to be elected and further nominations are to be received at the *Annual General meeting*. A further nomination must be made:
  - a) in the manner set out in subclause (1)(a); or
  - b) by any person present and entitled to vote at the meeting but only if the personal or written consent of the candidate nominated is presented to the meeting.
- (3) If insufficient further nominations are received, any vacancies on the *Committee* are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held and:
  - a) the ballot is to be a secret ballot; and
  - b) the vacancies to be filled will be determined by an exhaustive voting ballot.

- (6) A person nominated as a candidate for election as an office-bearer or as an *Ordinary Committee Member* of the *Club* must be a *Voting Member* of the *Club*.

## 22. President

The President is to:

- a) be the chief officer of the *Club*; and
- b) subject to this Constitution, preside at *General Meetings* of the *Club* and of the *Committee* and *Executive*.

## 23. Vice-President / Club captain

1. The Vice-President / Club Captain is to exercise the functions of the President if the President is absent or unwilling to act.
2. The Vice President shall also have the rights and responsibilities of the Club Captain, as is usually applicable to a golf club.

## 24. Secretary

- (1) The Secretary must, soon as practicable after being appointed as Secretary, lodge notice with the *Club* of the Secretary's address.
- (2) The Secretary must keep minutes (whether in written or electronic form) of:
  - a) all appointments of office-bearers and *Ordinary Committee members*;
  - b) the names of members present at each *Committee* meeting and *General Meeting*; and
  - c) all proceedings at *Committee* meetings, *Executive* meetings and *General Meetings*.

## 25. Treasurer / Registrar

The Treasurer must:

- a) collect and receive all money due to the *Club*;
- b) promptly pay money received into the bank approved by the *Committee*;
- c) promptly make all payments authorised by the *Club*;
- d) obtain receipts for all payments made and issue receipts for all money received on behalf of the *Club*;
- e) keep correct books and accounts showing the financial affairs of the *Club*, including full details of all receipts and expenditure connected with the activities of the *Club*;
- f) submit to each meeting of the *Committee* a report of receipts and expenditure during each period ended since the previous meeting together with a cash book, trial balance, profit and loss statement and balance sheet for the period just ended;
- g) prepare before the *Annual General Meeting* the statement required under section 26(6) of the *Act*;
- h) maintain the register of members; and
- i) be the public officer of the *Club*.

## 26. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the *Committee*, the *Committee* may appoint a *Voting Member* of the *Club* to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the *Annual General Meeting* next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the *Committee* occurs if the member:
  - a) dies; or

- b) ceases to be a *Voting Member* of the *Club*; or
- c) is or becomes bankrupt; or
- d) resigns office by notice in writing or electronically 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 consent of the *Committee* from 3 consecutive meetings of the
- h) *Committee*; or
- i) is convicted of an offence involving fraud or dishonesty; or
- j) 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 a Committee member

- (1) The *Club* in a *General Meeting* may by resolution remove any member of the *Committee* from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the end of the term of office of the member removed.
- (2) If a member of the *Committee* to whom a proposed resolution referred to in subclause (1) relates:
  - (a) makes representations in writing to the Secretary or President (not exceeding a reasonable length); and
  - (b) requests that the representations be notified to the members of the *Club*,
 then:
  - (c) the Secretary or the President may send a copy of the representations by way of notice to each member of the *Club*; or
  - (d) if the representations are not sent, the member may require that they be read out at the meeting at which the resolution is considered.

## 28. Meetings and quorum

- (1) The *Committee* may, as often as it sees fit, meet at such a place and time as the *Committee* determines.
- (2) Meetings of the *Committee* may be convened by the President or by the Secretary and must be convened by the Secretary on written request by not less than 3 members of the *Committee*.
- (3) Written, including electronic notice of each meeting of the *Committee* must be given by the secretary to each member of the *Committee* at least 48 hours (or such other period as may be unanimously agreed on by the members of the *Committee*) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of *Committee* members present at the meeting agree to treat as urgent business.
- (5) Any 5 members of the *Committee*, of which at least 2 must be office bearers, constitute a quorum for the transaction of the business of a meeting of the *Committee*.
- (6) No business is to be transacted by the *Committee* unless a quorum is present. If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the *Committee*:

- a) the President or, if the President is absent or unwilling to act, the Vice-President / Club Captain is to preside; or
- b) if the President and the Vice-President / Club Captain are absent or unwilling to act, one of the other members of the *Committee* chosen by a majority of the members of the *Committee* present at the meeting is to preside.

### **29. Appointment of Club members as Committee members to constitute a 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 26 applies.

### **30. 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 *Committee* member 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.

### **31. Voting in writing by members of the Committee**

A resolution is taken to have been validly passed even though the meeting at which the motion for the resolution was proposed to be submitted was not held if:

- a) notice was given in accordance with clause 28(3) of the intended meeting; and
- b) a copy of the motion for the resolution was given to each member of the *Committee*; and
- c) the resolution was approved in writing by a majority of members of the *Committee*.

### **32. Delegation by the Committee to Sub Committees**

- (1) The *Committee* may, 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 of the functions of the *Committee*, other than:
  - a) this power of delegation; and
  - b) a function which is a duty imposed on the *Committee* or on any member of the *Committee* by the *Act* or by any other law.
- (2) A function, the exercise of which has been delegated to a Sub Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as is specified by the *Committee*.

- (4) Despite any delegation under this clause, the *Committee* may continue to exercise any function delegated and any decision of the *Committee* shall prevail over any decision of the Sub Committee.
- (5) Subject to 32 (4) above, anything done or permitted 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 permitted by the *Committee*.
- (6) The *Committee* may revoke wholly or in part any delegation under this clause.
- (7) A Sub Committee may meet and adjourn as it thinks proper and must meet when directed by the *Committee*.
- (8) The President is by virtue of office a member of each Sub Committee and when present shall chair such Sub Committee. In the absence of the President the members of the Sub Committee may elect a chair for any meeting of the Sub Committee.
- (9) A majority of the members of a Sub Committee constitute a quorum for the transaction of the business of a meeting of the Sub Committee.

### **33. Executive**

- (1) The *Executive* is to consist of the President, Vice-President / Club Captain, Secretary and Treasurer / Registrar.
- (2) The *Executive* may deal with all matters that they consider require immediate attention.
- (3) The Secretary must report any business conducted by the *Executive* at the next *Committee* meeting for confirmation or otherwise.

### **34. Voting and decisions**

- (1) Questions arising at a meeting of the *Committee* or of any Sub Committee are to be determined by a majority of the votes of members of the *Committee* or Sub Committee present at the meeting.
- (2) That determination is to be made by:
  - a) a show of hands or, if the meeting is one to which clause 30(1) applies, any appropriate corresponding method that the *Committee* or Sub Committee may determine; or
  - b) if on the motion of the chairperson or a majority of members present at the meeting decide that the question should be determined by a secret ballot.
- (3) Each member present at a meeting of the *Committee* or of any Sub 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.
- (4) Subject to clauses 28(5) and 32(9), the *Committee* and each Sub Committee may act despite any vacancy on the *Committee* or Sub Committee.
- (5) Anything done or permitted, or purporting to have been done or permitted, by the *Committee* or by a Sub Committee, is valid despite any defect that is discovered afterwards in the appointment or qualifications or any member of the *Committee* or Sub Committee.

### **35. Indemnity and insurance**

- (1) The *Club* must, to the extent permitted by law, indemnify the members of the *Committee* and each Sub Committee out of the property of the *Club* for any liability incurred by them in their capacities as officers of the *Club*. This obligation shall not include actions or omissions of a *Committee* member or Sub Committee member which amount to fraud, criminal acts or dishonesty.

- (2) The *Club* may, to the extent permitted by law, pay a premium for insuring the members of the *Committee* and each Sub *Committee* from any liability incurred by them in their capacities as officers of the *Club*.

## **PART 5            GENERAL MEETINGS**

### **36. Annual General Meetings**

- (1) The *Club* must, at least once in each playing year and within the period of 3 *Months* after the end of each *Playing Year*, convene an *Annual General Meeting* of its members.
- (2) The *Annual General Meeting* of the *Club* is, subject to the *Act* and to subclause (1), to be convened on such date and at such place and time as the *Committee* thinks fit.
- (3) The business of an *Annual General Meeting* is:
  - a) confirmation of the minutes of the last preceding *Annual General Meeting* and of any *Special General Meeting* held since that meeting;
  - b) receipt from the *Committee* of reports on the activities of the *Club* during the last preceding *Financial Year*;
  - c) election of office-bearers and *Ordinary Committee Members* of the *Club*;
  - d) receipt and consideration of the accounts, statements and reports which are required to be submitted to members under the *Act*.
- (4) An *Annual General Meeting* must be specified as such in the notice convening it.

### **37. Special General Meetings**

- (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 at least 20 *Voting Members*, convene a *Special General Meeting* of the *Club*.
- (3) A requisition of voting members for a *Special General Meeting*:
  - a) must state the purpose of the meeting; and
  - b) must be signed by the *Voting Members* making the requisition; and
  - c) must be lodged with the Secretary; and
  - d) may consist of several documents in a similar form, each signed by one or more of the *Voting Members* making the requisition.
- (4) If the *Committee* fails to convene a *Special General Meeting* to be held within one *Month* after the date on which a requisition of *Voting Members* for the meeting is lodged with the Secretary, any one or more of the *Voting 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 *Voting Member* or *Voting Members* as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as *General Meetings* are convened by the *Committee*, and any voting member who consequently incurs expense is entitled to be reimbursed by the *Club* for that expense.

### **38. Notice**

- (1) Unless the nature of the business proposed to be dealt with at a *General Meeting* requires a *Special Resolution* of the *Club*, the Secretary must, not less than 21 days before the date fixed for the holding of the *General Meeting*, give a notice to each *Voting Member* specifying:
  - (a) the place, date and time of the meeting; and
  - (b) 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 28 days before the date fixed for the holding of the *General Meeting*, cause notice to be given to each *Voting Member* specifying, in addition to the matter required under subclause (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* is to be transacted at the meeting except, in the case of an *Annual General Meeting*, business which may be transacted under clause 36(3).
- (4) A *Voting 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.

### **39. Quorum for General Meetings**

- (1) No item of business may be transacted at a *General Meeting* unless a quorum is present during the time the meeting is considering that item.
- (2) 7 *Voting Members* present in person constitute a quorum for the transaction of the business of a *General Meeting*.
- (3) If within half an hour after the appointed time for the commencement of a *General Meeting* a quorum is not present, the meeting:
  - a) if convened on the requisition of *Voting 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 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 *Voting Members* present (being at least 3) constitute a quorum.

### **40. Presiding member**

- (1) The President or, if the President is absent or unwilling to act, the Vice-President, is to preside as Chairperson at each *General Meeting*.
- (2) If the President and the Vice-President are absent or unwilling to act, the *Voting Members* present must elect one of their number to preside as Chairperson at the *General Meeting*.

### **41. Adjournment**

- (1) The Chairperson of a *General Meeting* at which a quorum is present may, with the consent of the majority of the *Voting Members* present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a *General Meeting* is adjourned for 14 days or more, the secretary must give notice (written or electronic) of the adjourned Meeting to each *Voting 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 subclause (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.

### **42. Making of decisions**

- (1) A question arising at a *General Meeting* of the *Club* is to be determined by:
  - a) on the voices; or
  - b) a show of hands or, any appropriate method that the *Committee* may determine; or

- c) if on the motion of the Chairperson or if 5 or more *Voting Members* present at the meeting,  
decide that the question should be determined by a secret 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 secret ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

#### **43. Voting**

- (1) On any question arising at a *General Meeting* only *Voting Members* are entitled to vote and each of those members has one vote only.
- (2) All votes must be given personally. Proxy voting is not permitted.
- (3) In the case of an equality of votes on a question at a *General Meeting*, the Chairperson of the meeting may exercise a second or casting vote.

#### **44. 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 Voting Members* a reasonable opportunity to participate.
- (2) A voting member of the *Club* who participates in a *General Meeting* using that technology is taken to be present at the meeting and, if the *Voting Member* votes at the meeting, is taken to have voted in person.

### **PART 6 MISCELLANEOUS**

#### **45. Funds-source**

- (1) The funds of the *Club* are to be derived from game day fees, annual and new member subscriptions, levies of members, sponsorship, donations, grants, fundraising, interest and, subject to any resolution passed by the *Club* in a *General Meeting*, such 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. This obligation is subject to the Treasurer retaining a reasonable sum in cash to provide for game day or other minor expenses.
- (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 a *General Meeting*, the funds of the *Club* are to be used for the purpose of the objects of the *Club* in such manner as the *Committee* determines.

#### **47. Club is non-profit**

Subject to the *Act* and the *Regulation*, the assets and income of the *Club* must be applied solely in furtherance of its objects and no portion may be distributed directly or indirectly to the members of the *Club* except as bona fide compensation for services rendered or expenses incurred on behalf of the *Club*.

#### **48. Distribution of property on winding up**

- (1) Subject to the *Act* and the *Regulation*, 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*.

#### **49. Change of Clubs 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*, must be made by the public officer or a *Committee* member.

#### **50. Custody of records**

Except as otherwise provided by this Constitution, the Secretary must keep in the Secretary's custody or under the secretary's control all records, books and other documents relating to the *Club*.

#### **51. Inspection of records**

- (1) The following documents must be open to inspection, subject to reasonable charge, by each ordinary member or life 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) Subject to any proper claim of privilege a *Voting 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 or such other sum as the *Committee* determines from time to time, 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*.

#### **52. Service of notices**

- (1) For the purpose of this Constitution, a notice may be 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 electronic transmission to the electronic mail address held by the club in relation to their membership of the *Club*.
- (2) Despite subclause (1), notice of a *General Meeting* can be given to a member who has not specified an electronic mail address for giving or serving the notice by displaying that notice on the *Club's Notice Board* or the *Club's Website*.
- (3) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given:

- a) in the case of a notice given personally, on delivery; and
- b) in the case of a notice sent by pre-paid post, on the seventh business day after posting; and
- c) in the case of a notice sent by electronic means, on the date it was sent or, if the electronic device from which the notice was sent produces a report indicating that the notice was sent on a later date, on that date; and
- d) in the case of a notice referred to in subclause (2), 2 days from the date of display on the *Club's Notice Board* or the *Club's Website*.

### **53. Club colours**

The *Club's* colours are red, white and black.

### **54. Savings and transitional provisions**

- (1) The ordinary, life and honorary members of the *Club* immediately before the registration of this Constitution are taken to be respectively full financial, social, life and honorary members of the *Club*.
- (2) The President, Vice-President / Club Captain, Secretary and Treasurer / Registrar holding those offices immediately before the adoption of this constitution are taken to be respectively the President, Vice-president / Club Captain, Secretary and Treasurer / Registrar of the *Club* immediately following the adoption of this Constitution.
- (3) The *Club's Ordinary Committee Members* immediately before the adoption of this constitution are taken to be *Ordinary Committee Members* of the *Club* immediately following the adoption of this Constitution.