

Constitution OF COMPUTERPALS FOR SENIORS - MANLY INCORPORATED

Part 1 - Preliminary

1. Definitions:

(1) In this constitution -

Club means the **Computerpals for Seniors - Manly Incorporated** club.

Association means an association registered under the Act.

Director-General means

(a) the Commissioner for Fair Trading, Department of Commerce, **or**

(b) if there is no such position in the Department, the Director-General of the Department.

ordinary committee member means a member of the committee who is not an office bearer of the Club.

secretary means:

(a) the person holding office under this constitution as secretary of the Club, **or**

(b) if 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 2010.

(2) In this constitution -

(a) a reference to a function includes a reference to a power, authority and duty, **and**

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the 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.

(4) In this constitution -

member means any person having membership of the Club in accordance with the eligibility requirements as detailed in Part 2 of this constitution,

applicant is a person who has applied in writing to become a member of the Club,

associate member is a member who, at his or her request, has been transferred to that category.

(5) Aims and objectives -

(a) The purpose of the Club shall be to assist its members by:

(i) enabling them, through mutual help, and at minimum cost, to acquire and improve their computer and electronic communication skills;

(ii) providing them with facilities pursuant to this aim with a setting for their education in computer and communications knowledge, skills and ideas, in an atmosphere of benevolent fellowship and enjoyment;

(iii) enabling them to keep up with developments in the use of computers so that they continue to participate in this aspect of modern life, thereby contributing to their self-confidence and self-esteem;

(iv) providing regular demonstrations, activities and training sessions to assist in attaining these objectives;

(v) striving at all times to gain and retain the approval of the local community as a worthwhile organisation contributing to the quality of life within the community.

(b) The Club will be non-political, non-sectarian, and financially competent, and will not indulge in fund-raising for any purpose other than to support its stated Aims and Objectives.

(6) The Club is a **Non-Profit Organisation**. The assets and income of the Club shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Club, nor to any other private people, except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

(7) Members shall observe and uphold the provisions of this constitution, and actively support and defend the Club, its aims, and objectives.

Part 2 - Membership

2. Eligibility

- (1) A person is eligible to be a member of the Club if he or she is a natural person, who is over the age of 55 years, has retired from full participation in the workforce, **and**:
- (i) has applied, in writing, for membership of the Club as provided in Part 2(3) (1), **and**
 - (ii) has been approved for membership of the Club by the committee.
- (2) A person is taken to be a member of the Club if:
- (a) the person is a natural person, **and**
 - (b) was a member of the unincorporated Club immediately before registration of the Club.
- (3) A volunteer tutor may become a full member without payment of a Joining or Subscription fee, in accordance with the conditions specified in Appendix 2 to this constitution.

3. Application for Membership

- (1) An application by a person for membership of the Club:
- (a) shall be made in writing in the form set out in Appendix 1 to this constitution, or in a form as approved by committee from time to time, **and**
 - (b) shall be lodged with the treasurer of the Club, together with **entry and subscription fees**.
- (2) After verifying correctness of amount of fees submitted, and taking control of the funds, the treasurer will refer the application form to the secretary of the Club, or the membership secretary, for presentation to the next committee meeting.
- (3) The committee shall determine whether to approve, or to reject the application. **Its decision is final.**
- (4) Where an application has not been approved, the secretary will advise the applicant in writing and include a full refund of fees.
- (5) The successful applicant then becomes a member of the Club and his or her name is entered in the Register of Members, maintained by the public officer.

4. Associate Member

Financial members, and members who have been lapsed for no more than 12 months, may transfer to the category of Associate Member if they no longer want to receive instructions in practical computing but want to remain associated with the Club with a reduced Membership Fee. Associate Members will be entitled to receive the Club newsletter, attend Club functions and meetings but **not** to receive the usual tutoring that is included with the financial full member programme or use Club equipment. Also, they will not be eligible to vote at General Meetings of the Club.

5. Cessation of Membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) ceases to be a financial member or financial associate member at the end of the calendar year, or except in exceptional circumstances as determined by the committee.

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 on cessation of the person's membership.

7. Resignation of Membership

- (1) A member of the Club may resign from membership of the Club by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary, or the public officer, must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

8. Register of Members

- (1) The public officer of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the office of the Club, **and**
 - (b) must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (3) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purpose 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.

9. Fees and Subscriptions

- (1) An applicant for membership of the Club must pay the Entry Fee plus a Subscription Fee for a minimum of a school term at the time of applying for membership.
- (2) If an application is **not** accepted by the committee, a full refund of all fees mentioned in sub-clause (1) will be made to the applicant.
- (3) When an accepted member's term lapses, the member may renew membership of the Club for a further term by paying the appropriate Subscription Fee for any other school term within the same calendar year.
- (4) If a member fails to pay the required Subscription Fee by the due date, his or her membership will lapse.
- (5) All members will cease to be a member at the end of each calendar year, and if renewal is requested in any subsequent calendar year, a new application for membership of the Club must be submitted in accordance with the terms of Sub Clause (1), including the payment of the appropriate Entry Fee and Subscription Fee.
- (6) The Entry Fee, Subscription Fee and Associate Member's Annual Fee shall be reviewed and determined by the committee before the end of each calendar year to be effective from the commencement of the following calendar year.
- (7) Any new fees such as Seminar Fees shall be determined by the committee as the need arises and then reviewed and determined by the committee before the end of each calendar year to be effective from the commencement of the following calendar year.

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 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 1984 applies to any such 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**
 - (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.

12. Disciplining of Members (Continued from Page 3)

- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, **and**
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, **and**
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 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 Club 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 general meeting against a resolution of the committee under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, **and**
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, **and**
 - (c) the members present are to vote by **secret ballot** on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

Part 3 - The Committee

14. Powers of the Committee

Subject to the Act, the Regulation, and this constitution and to any resolution passed by the Club in general meeting, the committee:

- (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 of Committee

(1) The committee is to consist of:

- (a) the office-bearers of the Club, **and**
- (b) Up to a maximum of 8 (with a minimum of 3) ordinary committee members, each of whom is to be elected at the annual general meeting of the Club under clause 16.
- (c) All office-bearers and ordinary members being eligible members of the Club in terms of Clause 2, and at least 3 of whom are ordinarily resident in Australia.

(2) The total number of members comprising the committee is not to exceed 12.

(3) The office-bearers of the Club are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

(4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

(5) The committee may fill any vacant position for the remainder of the year until the conclusion of the annual general meeting following the date of the member's appointment.

(6) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election

(7) Commencing at, and from, the annual general meeting of the Club to be held in the year 2012, all committee positions will be declared vacant, and nominations will be required to fill all vacancies in terms of clause 16. All members comprising the outgoing committee will be eligible to nominate in accordance with clause 16, for re-election, together with any other eligible candidates.

16. Election of Committee Members

(1) Nominations of candidates for election as office bearers of the Club or as ordinary committee members:

- (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), **and**
- (b) must be delivered to the secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies. **(See Clause 19(1))**

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

(5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

(6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such 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.

(8) A register of committee members must be kept in accordance with Section 29 of the Act.

17. Secretary

(1) The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.

(2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, **and**
 - (b) the names of members of the committee present at a committee meeting or a general meeting, **and**
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

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

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

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 is to hold office, subject to this constitution, until the conclusion of 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, **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 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, who is a member of the Club, to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the secretary or the president may send a copy of the representations to each member of the Club or, if they representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee Meetings and Quorum

- (1) The committee shall meet each month at a time and place determined by the committee.
- (2) Additional meetings of the committee may be convened by the president or by any committee member.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or 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 committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

21. Committee Meetings and Quorum (Continued from Page 6.)

- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place to be determined by the secretary in consultation with committee members.
- (7) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, **or**
 - (b) if the president **and** the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22. Delegation by Committee to Sub-Committees

- (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 of the 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 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) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and Decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General Meetings

24. Annual General Meetings - Holding of

The Club shall hold its Annual General Meeting on the second Thursday in October of each year **or** within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual General Meetings - Calling of and Business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause 24, to be convened 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,
 - (b) to receive from the committee reports on the activities of the Club during the last preceding financial year,
 - (c) to elect office-bearers of the Club and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act,
 - (e) to appoint an auditor,
 - (f) to fix the entry fee and subscription fees for the ensuing year in accordance with clause 9(6),
 - (g) to transact any other business included on the written agenda attached to the notice of meeting.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. 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 at least five percent (5%) of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, **and**
 - (b) must be signed by the 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 members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within one (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 three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (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 25(2)
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member

28. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five (5) 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) In accordance with clause 4, associate members are not entitled to vote at general meetings of the Club.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, **and**
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three (3)) are to constitute a quorum.

29. Presiding Member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Club.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

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

31. Making of Decisions

- (1) A question arising at a general meeting of the Club is to be determined by either:
 - (a) show of hands, **or**
 - (b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot ---a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special Resolutions

- (1) A resolution is passed by the Club as a special resolution:
 - (a) At a general meeting of the Club of which notice has been given to the members no later than 21 days before the date on which the meeting is held, **or**
 - (b) in a postal ballot if the Club conducts one, **or**
 - (c) in such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the Club who, under this constitution, are entitled to vote on the proposed resolution.
- (2) The notice referred to in subclause (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subclause (1) (b) may only be conducted in relation to resolutions of a kind that this constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with Schedule 3 (“Conduct of Postal Ballots”) of the Regulation 2010.
- (4) A direction under subclause (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by (1) (a) or (b).

33. Voting and Proxies

- (1) On any question arising at a general meeting of the Club, a member, except an associate member, has one vote only. An associate member is not entitled to vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable to the Club, by the member and the proxy, has been paid.
- (4) If a member is unable to attend a general meeting, to vote in person, he or she may appoint another member as proxy by written notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (5) No member may act as proxy for more than five (5) other members.

34. Postal Ballots

- (1) The Club may hold a postal ballot to determine any issue or proposal other than an appeal under clause 13.
- (2) If a postal ballot is to be conducted it will be conducted in terms of clause 32 (3).

Part 5 - Miscellaneous

35. Insurance

The Club will effect and maintain insurance cover as agreed by the committee.

36. Funds - Source

- (1) The funds of the Club are to be derived from Entry Fees and Subscriptions, for Quarterly, Half-Yearly and Yearly terms, of members, donations, and, subject to any resolution passed by the Club in 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 or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds - Management and Authorised Signatories

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee or employees of the Club, being members or employees ordinarily resident in Australia and authorised to do so by the committee who may at any time revoke any such appointment.
- (3) Notwithstanding the above Rule, the Committee may authorise the Treasurer to make use of an official Association debit card, provided such a card is linked to an account to which transfers from other Association accounts can be made only with the authorisation of any two other Directors.
- (4) In addition to any authorised signatories appointed in terms of Clause 37(2), the Club's Public Officer is, by virtue of that office, also an authorised signatory for the Club (Section 36(1) of the Act). The committee may, if required, appoint other members of the committee who are ordinarily resident in Australia as additional authorised signatories, and may at any time revoke any such appointment.
- (5) A person (other than the Club's Public Officer) vacates office as a Club's authorised signatory if:
 - (a) his or her appointment as an authorised signatory is revoked, **or**
 - (b) he or she ceases to be a committee member, or employee, **or**
 - (c) he or she ceases to be ordinarily resident in Australia.

38. Change of Name, Objects and Constitution

- (1) An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with Section 10 of the Act is to be made by the public officer or a committee member.
- (2) Any changes to the Club's name, objects or constitution may only be made pursuant to a special resolution passed by the Club.

39. Public Officer and Control of Records

The Club's committee must appoint a Public Officer who is over 18 years of age and a resident of New South Wales and who may be, but need not be, a committee member or a Club member. The appointee must, within 28 days, notify NSW Fair Trading of the appointment in the approved form in accordance with Section 34(6) of the Act. The office of Public Officer is vacated only in accordance with Section 35 of the Act, and such vacancy must be filled by committee appointment, within 28 days and advised to NSW Fair Trading, as above. Except as otherwise provided in this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

40. Inspection of Books and Other Documents

- (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

41. 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 to have been given or served, unless the contrary is proved:
 - (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.

42. Financial Year

The financial year of the Club shall commence on the first (1st) day of July in each year and terminate on the last (30th) day of June in the following year.

43. Audit and Auditor

- (1) The financial records of the Club will be audited after the close of each financial year, the audit to be completed before the annual general meeting, and the result advised to the members with the report on the Club's financial position.
- (2) At the annual general meeting each year, the members shall appoint an Auditor to hold such office until the conclusion of the next annual general meeting. If a casual vacancy should occur during this period, the committee shall appoint another Auditor for the remainder of the term.
- (3) A person shall not be appointed to act as Auditor if he or she is an office-bearer or an ordinary member of the committee.

44. Club Newsletter

A Club newsletter may be published under such name, and containing such subject matter as is determined from time to time by the committee and the editor. The position of editor shall be filled by appointment by the committee.

45. Dissolution of the Club

In the event of the Club being dissolved and wound up, any amount and value that remains after such dissolution, and the satisfaction of all debts and liabilities, may be transferred to any organisation with similar purposes and objects which is not carried on for the profit or gain of its individual members.

46. Club Logo

By resolution of the committee a LOGO, or symbol, may be designed to identify the Club. The design must be approved by the committee and may then be used, at the direction of the committee, on any Club document or publication or in any other media approved by the committee, provided that the full Club registered name of the Club is also shown prominently and legibly in that same document or publication or other media

47. Use of Club Name

The Club must not issue any letter, statement, invoice, notice, publication, order for goods or services or receipt in connection with its activities unless the Club's full registered name appears in legible characters in the document, in terms of Section 41 (1) of the Act.