



**Illawarra Jazz Club Inc.
PO Box 6017
Wollongong NSW 2500**

ABN: 65 558 356 300

**ILLAWARRA JAZZ CLUB INC
Y 1191046**

CONSTITUTION

www.illawarrajazzclub.com

Contents

- Part 1 Preliminary3**
 - 1 Definitions 3
- Part 2 Members of Club3**
 - 2 Membership generally 3
 - 3 Membership applications 4
 - 4 Register of members 4
 - 5 Fees and subscriptions..... 5
 - 6 Members’ liabilities 5
 - 7 Disciplinary action against members 5
 - 8 Right of appeal against disciplinary action 6
 - 9 Resolution of internal disputes 7
 - 10 Membership entitlements not transferable..... 7
 - 11 Member resignation..... 7
 - 12 Cessation of membership..... 7
- Part 3 Committee.....7**
 - 13 Functions of committee..... 7
 - 14 Composition of committee 8
 - 15 Election of committee members 8
 - 16 Terms of office 8
 - 17 Vacancies in office 9
 - 18 Secretary 9
 - 19 Treasurer10
 - 20 Delegation to subcommittees.....10
 - 21 Committee meetings.....10
 - 22 Notice of committee meeting.....10
 - 23 Quorum11
 - 24 Presiding committee member11
 - 25 Voting11
 - 26 Acts valid despite vacancies or defects11
 - 27 Transaction of business outside meetings or by telephone or other means..... 12
- Part 4 General meetings of Club 12**
 - 28 Annual general meetings12
 - 29 Special general meetings.....13
 - 30 Notice of general meeting13
 - 31 Quorum14
 - 32 Adjourned meetings14
 - 33 Presiding member14
 - 34 Voting14
 - 35 Postal, electronic or combined ballots15
 - 36 Transaction of business outside meetings or by telephone or other means..... 15
- Part 5 Administration 16**
 - 37 Change of name, objects or constitution16
 - 38 Funds16
 - 39 Insurance.....16
 - 40 Non-profit status16
 - 41 Service of notices16
 - 42 Custody of records and books17
 - 43 Inspection of records and books17
 - 44 Financial year.....17
 - 45 Distribution of property on winding up18

Part 1 Preliminary

1 Definitions

(1) In this constitution:

Club means the Illawarra Jazz Club Incorporated Y 1191046.

Club Events has the definition given to it in clause 2(1)(b) of the Constitution.

Club Website means the website <https://www.illawarrajazzclub.com/> which contains information relating to the Club and is maintained and updated from time to time by the committee.

committee member means an office-bearer or ordinary committee member.

Committee Meeting means a meeting of the committee members as distinct from a meeting of the members of the Club.

Committee Special Resolution means a vote on a resolution proposed to be passed at a Committee Meeting in respect of which at least 75% of votes are made.

Constitution means the constitution of the Club, being this constitution.

exercise a function includes perform a duty.

function includes a power, authority or duty.

Life Member means an Ordinary Member who has been converted into a Life Member pursuant to clause 5 of the Constitution.

Life Member Proposal is when at least two Life Member Submissions have been made about an Ordinary Member at which point the two Life Member Submissions together become a Life Member Proposal to be voted on at a Life Member Meeting.

Life Member Submission means the written document prepared by an Ordinary Member pursuant to clause 5(1) of the Constitution describing reasons why they consider the nominated Ordinary Member should be made a Life Member.

Life Member Meeting means a Committee Meeting called pursuant to clause 5(3) of the Constitution.

New Member Meeting means a Committee Meeting called pursuant to clause 4(3) of the Constitution.

Ordinary Member means a person whose application to be a member of the Club has been accepted in accordance with clause 4 of the Constitution.

office-bearer means a committee member who is elected to an office referred to in clause 16 of the Constitution.

ordinary committee member means a committee member who is not an office-bearer.

Register means the register of Ordinary Members and Life Members maintained pursuant to clause 6 of the Constitution

secretary, of the Club, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office - the public officer of the Club.

special general meeting, of the Club, means a general meeting of the Club other than an annual general meeting.

subcommittee means a subcommittee established pursuant to clause 23 of the Constitution.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2

Objects of the Club

1 Objects

- (1) The objects of the Club are to promote jazz music in the Illawarra area by:
- (a) encouraging members of the Illawarra community to apply for membership of the Club;
 - (b) organizing and hosting social events involving the playing of jazz music in the Illawarra area including:
 - (i) weekly jazz sessions; and
 - (ii) regular performances by jazz musicians;(Club Events);
 - (c) encouraging attendees at Club Events to:
 - (i) listen to jazz music outside the Club Events; and
 - (ii) appreciate jazz music.
 - (d) encouraging youth in the Illawarra area to develop an appreciation of jazz music by making Club Events open to them;
 - (e) promoting the Club and the Club Events:
 - (i) on online and other platforms; and
 - (ii) collaborating with other incorporated associations and clubs with similar objects.

2 Expansion of objects to include other music genres

- (1) The committee of the Club may, by passing a Committee Special Resolution, expand the scope of its Objects to include the promotion, in the Illawarra area, of

other music genres which are characterized by improvisation such as rhythm and blues, rock and roll and soul.

Part 3

Members of the Club

3 Ordinary Members and Life Members

- (1) An individual is taken to be an Ordinary Member if the person:
 - (a) is over the age of eighteen years; and
 - (b) has applied to be a member pursuant to clause 4(1) of the Constitution and the application has been approved in accordance with clause 4(3) and (4) of the Constitution.
- (2) An individual is taken to be a Life Member if the person:
 - (a) is an Ordinary Member; and
 - (b) is an Ordinary Member in respect of whom:
 - (i) at least two Life Member Submissions have been made in accordance with clause 5(1) of the Constitution; and
 - (ii) the two Life Member Submissions have been treated as a Life Member Proposal and referred to the committee in accordance with 5(2) of the Constitution; and
 - (iii) the committee has called a Life Member Meeting; and
 - (iv) the committee has voted at the Life Member Meeting in favor of being a Life Member pursuant to clause 5(3) of the Constitution.

4 Application to be an Ordinary Member

- (1) An application by a person to be an Ordinary Member must be:
 - (a) made in writing; and
 - (b) in the form determined by the Committee; and
 - (c) lodged with the secretary by hand or post or email or other electronic means.
- (2) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (3) The committee must vote on whether the application should be passed by calling a Committee Meeting and proposing a resolution to accept the application (New Member Meeting).
- (4) The resolution to accept the application requires the passing of a Committee Special Resolution.
- (5) As soon as practicable after the New Member Meeting, a committee member must:
 - (a) give the applicant written notice of the decision, including by email or other electronic means; and
 - (b) if the application is approved - inform the applicant that the applicant is required to pay the applicable fee pursuant to clause 6 of the Constitution before the applicant's name is entered in the register.
- (6) A committee member must enter the applicant's name in the Register as soon as practicable after the applicant pays the fee in accordance with subclause 5(b).

- (7) The applicant becomes a member once the applicant's name is entered in the register.

5 Life Membership

- (1) A Life Member Submission must be:
 - (a) made in writing; and
 - (b) made by an Ordinary Member; and
 - (c) contain reasons why the proposer considers an Ordinary Member to be suitable for becoming a Life Member; and
 - (d) lodged with the secretary by hand or post or email or other electronic means.
- (2) Once at least two Life Member Submissions are received by the committee the secretary must treat the two Life Member Submissions as a Life Member Proposal and provide copies of the two Life Member Submissions to each committee member.
- (3) The committee must vote on whether the Life Member Proposal should be passed by calling a Committee Meeting and proposing a resolution to accept the Life Member Proposal which means the Ordinary Member about whom the Life Member Submissions have been made, is converted from an Ordinary Member to a Life Member (Life Member Meeting).
- (4) The resolution to accept the Life Member Proposal requires a Committee Special Resolution.
- (5) As soon as practicable after the Life Member Meeting, a committee member must give the Ordinary Member the subject of the Life Member Proposal notice that they have been converted from an Ordinary Member to a Life Member.
- (6) A committee member must insert the word "Life" next to the name of the Ordinary Member as it appears on the Register and the date the Committee Special Resolution was passed in accordance with subclause 3.
- (7) The Ordinary Member becomes a Life Member once the word "Life" appears next to their name on the register together with the date the Committee Special Resolution was passed in accordance with subclause 3.
- (8) A Life Member:
 - (a) is not required to pay any fees in accordance with clause 7 of the Constitution, or at all, in respect of their membership of the Club from the date that they are appointed a Life Member;
 - (b) is not required to renew their membership;
 - (c) remains a Life Member until they die.
- (9) Only ordinary members who are the subject of a Life Member Proposal that has been approved in accordance with subclauses 3 and 4, will be converted from an Ordinary Member to a Life Member. To avoid confusion, the spouse or life partner of a Life Member does not automatically attain Life Member status by way of their relationship with the Life Member.

6 Register

- (1) The secretary must establish and maintain a list of all Ordinary and Life Members of the Club.
- (2) The Register:
 - (a) must be in electronic form; and

- (b) must include, for each member:
 - (i) the member's full name; and
 - (ii) a residential, postal or email address; and
 - (iii) the date on which the person became a member; and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member; and
 - (v) if the person is a Life Member – include the word “*Life*” next to their name and the date on which they are converted to a Life Member.
- (c) must be maintained electronically only but able to be converted to a hard copy;
- (d) must be made available for inspection when a Member emails the secretary at secretary@illawarrajazzclub.com requesting to inspect the Register whereupon the secretary will:
 - (i) save the electronic Register as a new version of the electronic Register (Inspection Version);
 - (ii) redact all details of the Members from the Inspection Version;
 - (iii) convert the Inspection Version to a PDF document; and
 - (iv) email the Inspection Version to the member who has requested to inspect the Register.
- (3) Information about a Member, other than the Member's name, must not be made available for inspection.
- (4) The committee must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter;
 - (ii) notification of a Club Event;
 - (iii) notices concerning the Club; or
 - (iv) a notice for a meeting relating to the Club; or
 - (v) other material relating to the Club; or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

7 Annual Member Fees

- (1) Membership is for a term of 12 months; commencing 1 July and expiring on 30 June the following year (Club Term).
- (2) The Annual Member Fee is:
 - (a) an amount determined by the committee from time to time and posted on the Club Website;
 - (b) to be paid to the Club by:
 - (i) a person whose application to be a member of the Club has been approved pursuant to clause 4 of the Constitution; and
 - (ii) thereafter, within 2 months of the expiry of the Club Term during which the Annual Member Fee was paid;
- (3) The Annual Member Fee must be paid for every Club Term.
- (4) The Annual Member Fee must be paid within 2 months of the expiry of a Club Term.

8 Members' liabilities

- (1) The liability of a member of the Club to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 7 of the Constitution:
 - (a) the debts and liabilities of the Club;
 - (b) the costs, charges and expenses of the winding up of the Club.

9 Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the Club has:
 - (a) failed to comply with a provision of this constitution; or
 - (b) acted in a way that is contrary to the Objects; or
 - (c) willfully acted in a way prejudicial to the interests of the Club.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member; and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint; and
 - (c) consider any submissions made by the member.
- (4) If the person who makes the complaint is a committee member then that committee member is not permitted to vote on the resolution concerning the complaint.
- (5) The committee may, by resolution, expel the member from the Club or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved; and
 - (b) the expulsion or suspension is warranted.
- (6) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken; and
 - (b) the reasons given by the committee for taking the action; and
 - (c) the member's right of appeal pursuant to clause 10 of the Constitution
- (7) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires; or
 - (b) if the member exercises the member's right of appeal within the period - the day the Club confirms the resolution pursuant to clause 10 of the Constitution.

10 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee pursuant to clause 9 of the Constitution by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.

- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the Club to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both; and
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both; and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

11 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centre's Act 1983 for mediation:
 - (a) a dispute between 2 or more members of the Club, but only if the dispute is between the members in their capacity as members; or
 - (b) a dispute between 1 or more members and the Club.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

12 Membership entitlements not transferable

- (1) A right, privilege or obligation that a person has because the person is a member of the Club:
 - (a) cannot be transferred to another person, and
 - (b) in the case of an Ordinary Member, terminates once the person ceases to be a member of the Club; or
 - (c) in the case of a Life Member, terminates when the Life Member dies.

13 Member resignation

- (1) A member of the Club may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

14 Cessation of membership

- (1) A person ceases to be a member of the Club if the person:
 - (a) dies, or
 - (b) resigns from being a member, or
 - (c) is expelled from the Club, or

- (d) fails to pay the fee payable pursuant to clause 7 of the Constitution within 2 months of the expiry of the Club Term.

Part 3 Committee

Division 1 Constitution

15 Functions of committee

- (1) Subject to the Act, the Regulation, the Constitution and any resolution passed by the Club in general meeting, the committee:
 - (a) is to control and manage the affairs of the Club; and
 - (b) is to pursue the Objects on behalf of the Club; and
 - (c) accepts or rejects New Member Applications; and
 - (d) accepts or rejects Life Member Proposals; and
 - (e) may exercise all the functions that may be exercised by the Club, other than a function that is required to be exercised by the Club in general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Club.

16 Composition of committee

- (1) The committee must have 8 members, as elected in accordance with clause 17 of the Constitution, consisting of:
 - (a) the following office-bearers:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer, and
 - (b) at least 4 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.
- (3) No more than fifty percent of the committee may be professional or semi-professional musicians.
- (4) The question of whether an individual is a professional or semi-professional musician is determined by the committee as and when required by way of the passing of a Special Resolution.

17 Election of committee members

- (1) Any member of the Club may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing; and
 - (b) signed by at least 2 members of the Club, not including the candidate; and
 - (c) accompanied by the written consent of the candidate to the nomination; and

- (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected; and
 - (b) a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

18 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

19 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Club, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the Club under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The Club in general meeting may, by resolution:
 - (a) remove a committee member from office at any time; and
 - (b) appoint another member of the Club to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) give a written statement, of a reasonable length, to the president or secretary, and

- (b) request that the committee send a copy of the statement to each member of the Club at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the Club to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

20 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the Club specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members; and
 - (b) the names of committee members present at a meeting of the committee or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in electronic form; and
 - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting; or
 - (ii) the member presiding at the subsequent meeting.
- (4) At the first Committee Meeting after a secretary is elected in accordance with clause 20 of the Constitution, the committee will elect, by Special Resolution, from the ordinary committee members a person to be the Assistant Secretary.
- (5) The Assistant Secretary will assist the secretary to carry out their functions including carrying out the functions of the secretary when the secretary is absent from a meeting.

21 Treasurer

- (1) The treasurer of the Club must ensure—
 - (a) all money owed to the Club is collected; and
 - (b) all payments authorised by the Club are made; and
 - (c) correct books and accounts are kept showing the financial affairs of the Club, including full details of receipts and expenditure relating to the Club's activities.
- (2) At the first Committee Meeting after a treasurer is elected in accordance with clause 21 of the Constitution, the committee will elect, by Special Resolution, from the ordinary committee members a person to be the Assistant Treasurer.
- (3) The Assistant Treasurer will assist the treasurer to carry out their functions.

22 Public Officer

- (1) The public officer will fulfill the responsibilities and function contained in the Act, including, but not limited to:
 - (a) maintaining the books and records of the Club at their principal place of residence;
 - (b) notifying the Regulator of any changes to the Club of which the Regulator is required by the Act or Regulations, to be put on notice; and
 - (c) filing statement pursuant to section 26(6) of the Act and any other statements required by the Act and/or Regulations.
- (2) The Public Officer will have custody of the Common Seal of the Club and ensure that it is not affixed to any document except by authority of the Committee and in the presence of either 2 members of the Committee or 1 member of the Committee and the Public Officer.

23 Delegation to subcommittees

- (1) The committee may by way of ordinary resolution at a Committee Meeting:
 - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the Club to be the members of the subcommittee.
 - (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.
- Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.
- (3) A subcommittee established pursuant to subclause (1) is not permitted to operate a bank account on behalf of the Club.
 - (4) Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated, and may by resolution revoke wholly or in part any delegation made to a subcommittee.

Division 2 Procedure

24 Committee Meetings

- (1) The committee must meet at least 10 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

25 Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee

- members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
 - (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice; and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

26 Quorum

- (1) The quorum for a meeting of the committee is 5 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved and the business proposed for the dissolved meeting shall be adjourned and proposed at the next Committee Meeting and Section 28A of the Act will not apply.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

27 Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president;
 - (b) if the president is absent - the vice-president;
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote; and
 - (b) in the event of an equality of votes - a second or casting vote.

28 Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee, unless this Constitution requires a Committee Meeting Resolution.

29 Acts valid despite vacancies or defects

- (1) The committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

30 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of Club

31 Annual general meetings

- (1) The Club must hold the Club's first annual general meeting within 18 months of the day the Club was registered under the Act.
- (2) The Club must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the Club's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the Club's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the Club under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

32 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.

- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

33 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

34 Quorum

- (1) The quorum for a general meeting is at least 5 percent of the total members of the Club at the time the general meeting is called and who are entitled to vote under this constitution.
- (2) The quorum for a special meeting is at least 5 members of the Club at the time the special meeting is called and who are entitled to vote under this Constitution.
- (3) No business may be transacted at a special general meeting or a general meeting unless a quorum is present.

- (4) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved; or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (5) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

35 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

36 Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

37 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the member to the Club.
- (2) Each member has 1 vote.
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or

- (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the Club 's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member may cast a vote by appointing a proxy if:
 - (a) the appointment of a proxy is in writing; and
 - (b) in the form determined by the Committee; and
 - (c) the appointed proxy is a member who is entitled to vote (that is a financial member) at the meeting to which the appointment of proxy applies; and
 - (d) lodged with the secretary by hand or post or email or other electronic means.

38 Postal, electronic or combined ballots

- (1) The Club may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

39 Transaction of business outside meetings or by telephone or other means

- (1) The Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club.
- (2) If the Club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Club made at a general meeting.
- (3) The Club may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Club.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology

Part 5 Administration

40 Change of name, objects or constitution

- (1) An application for registration of a change in the Club's name, objects or constitution made under the Act, section 10 must be made by:
 - (a) the public officer; or
 - (b) a committee member.

41 Funds

- (1) Subject to a resolution passed by the Club, the Club's funds may be derived from the following sources only:
 - (a) the Annual Member Fees;
 - (b) fees paid for attendance at Club Events;
 - (c) donations from members or non-members;
 - (d) other sources as determined by the committee.
- (2) Subject to a resolution passed by the Club, the Club's funds and assets must be used to pursue the Club's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the Club must:
 - (a) deposit the money, without deduction, to the credit of the Club's authorised deposit-taking institution account; and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

42 Insurance

- (1) The Club must take out and maintain insurance as appropriate for the Club's assets and liabilities.

43 Non-profit status

- (1) Subject to the Act and the Regulation, the Club must not conduct the Club's affairs in a way that provides a pecuniary gain for a member of the Club.

Note: See the Act, section 40.

44 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

45 Custody of records and books

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales in the custody of, and at the principal place of residence of, the public officer.

46 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the Club at a reasonable time:
 - (a) this constitution;
 - (b) minutes of committee meetings and general meetings of the Club; and
 - (c) records, books and other documents relating to the Club.
- (2) A member may inspect a document referred to in subclause (1) in electronic form.
- (3) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the Club for the member to do so.

47 Financial year

- (1) The Club's financial year is:
 - (a) The period 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, commencing on 1 July and ending on the following 30 June.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

48 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the Club, the surplus property of the Club must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:

surplus property has the same meaning as in the Act, section 65.