

Land Rover Owners Club of NSW Incorporated Constitution

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

- *ordinary Committee member* means
 - (a) a member of the Committee who is not an office-bearer of the Club, and
 - (b) excludes any member who has been appointed or co-opted.
- *secretary* means:
 - (a) the person holding office under this constitution as secretary of the Club,
or
 - (b) if no person holds that office - the public officer of the Club.
- *special general meeting* means a general meeting of the Club other than an annual general meeting.
- *the Act* means the Associations Incorporation Act 2009.
- *the Regulation* means the Associations Incorporation Regulation 2016.
- *member* means either:
 - (a) **FULL MEMBER:** any person who either
 - i. is the owner of a Land Rover as defined below and has been a club member for twelve consecutive months or more or
 - ii. is a Life Member as provided for in clause 4, or
 - (b) **ASSOCIATE MEMBER:** any person who either
 - i. owns any brand of 4WD vehicle or
 - ii. the owner of a Land Rover who has not been a club member for twelve continuous months, or
 - (c) **GUEST MEMBER:** any person interested in the Club's Activities.
- *voting member* means either Full Member or Associate Member.
- *owner of a Land Rover* includes any person who has beneficial ownership of a Land Rover.
- *Land Rover* means a Land Rover branded vehicle produced by Jaguar Land Rover Automotive PLC (including its predecessors and successors), whether modified or not, that is registered or is deemed by the Committee as being capable of being registered.

(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.

Part 2 Recitals

2 Name

The name of the Club shall be “The Land Rover Owner’s Club of NSW Incorporated”, hereinafter referred to as “the Club”.

3 Objects

- (1) To promote interest and activities of Land Rover owners and owners of other four wheel drive vehicles by conducting meetings, arranging outings and other social events.
- (2) To promote friendship and courtesy with Land Rover Clubs and other clubs with similar interests.
- (3) To affiliate with other organisations whose objects are compatible with our constitution
- (4) To assist in community services appropriate to four wheel drive vehicles.
- (5) To assist members in the correct operation and maintenance of their vehicles by providing technical information, lectures and other concessions where possible.
- (6) To encourage responsible attitudes towards road safety.
- (7) To encourage responsible attitudes towards the conservation of flora and fauna.

Part 3 Membership

4 Membership generally

- (1) A person is eligible to be a member of the Club if:
 - (a) the person is a natural person over the age of sixteen, and
 - (b) the person has applied and been approved for membership of the Club in accordance with clause (5).
- (2) Life Membership is bestowed upon individual members in any of the membership categories listed under Clause 1, with a maximum of 5% of total membership at the time of nomination.
- (3) Nominations for lifetime membership are to be in writing to the Committee to carry the signatures of two financial members from any category of membership. The proposal to a general meeting of the nomination for lifetime membership will be at the discretion of the Committee.

5 Application for membership

- (1) An application by a person for membership of the Club:
 - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - (b) must be lodged (including by electronic means, if the Committee so determines) with the secretary of the Club.
- (2) Where no objection from full members is lodged with the Secretary within fourteen days after publication in the Club magazine (or website or other media, if the Committee so determines), the applicant is eligible to join the Club and
 - (a) Thereafter the secretary must notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the application has been approved and
 - (b) request the applicant to pay (within the period of twenty-eight days after receipt by the applicant of the notification) the sum payable under this constitution by a member as joining fee and annual subscription.
- (3) The secretary must, on payment by the applicant of the amounts referred to in subclause (2) (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.
- (4) Where an objection is lodged the applicant may either withdraw their application, or appear before the next general meeting and have the application discussed. The decision of this general meeting will be final.

6 Cessation of membership

- (1) 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) fails to pay the annual membership fee under clause (10) within two months after the fee is due.
- (2) Any person, upon ceasing to be a member for any reason whatsoever, shall forfeit all rights and claims upon the Club, its property and funds.

7 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.

8 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 any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (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 must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The secretary must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email 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 main premises of the Club, or
 - (b) if the Club has no premises, at an address determined by the Committee.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) A member of the Club may obtain a copy of any part of the register containing the members details specified in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the

member (other than the member's name) not be available for inspection that information must not be made available for inspection.

- (6) 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) at the request of the Committee, the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

10 Fees and subscriptions

- (1) All members of the Club must pay to the Club an annual membership fee as determined by the Committee from time to time before the first day of the financial year of the Club in each calendar year.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Club must, on admission to membership, pay to the Club a joining fee as determined by the Committee from time to time.

11 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 10.

12 Committee Members' liabilities

Committee members and or members of the Club whom by the authority of the Committee accept or incur any pecuniary liability for the Club shall be held indemnified by the Club against any personal loss in respect of liability provided that all relevant clauses of this Constitution, and directives of the Committee and or general meeting have been complied with.

13 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 2010* applies to a dispute referred to arbitration.

14 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.
- (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 fourteen 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 seven 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 15.
- (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 (15),
 - (c) whichever is the later.

15 Right of appeal of disciplined member

- (1) A member may appeal to the Club in special general meeting against a resolution of the Committee under clause (14), within seven 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 the special general meeting of the Club to be held within twenty-eight 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 voting members of the Club.

Part 4 The Committee

16 Powers of the Committee

Subject to the Act, the Regulation, this 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) may exercise all the functions that 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 the Acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

17 Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Club, and
 - (b) at least 3 ordinary Committee members,
 - (c) each of whom is to be elected at the annual general meeting of the Club under clause (29).
- (2) The office-bearers of the Club are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (3) A Committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (4) A committee position may not be held by the same person for more than three consecutive years.
- (5) Each member of the Committee is, subject to this constitution, to hold office until the first Committee meeting following the annual general meeting in the succeeding year. Subject to subclause (5), each member of the Committee is eligible for re-election.
- (6) A majority of the Committee, including the President, must be Land Rover owners at the time of election to office.
- (7) All members of the Committee shall act in an honorary capacity.
- (8) The Committee shall have power to co-opt members to fill additional roles from time to time.

18 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, or other electronic form that the Committee directs, and accompanied by the written consent of the candidate;
 - (b) received from the floor of the meeting are permitted.
- (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.
- (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 any usual and proper manner that the Committee directs.
- (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.

19 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 (whether in written or electronic form) 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.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

20 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.

21 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 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) is or becomes an bankrupt within the meaning of the Bankruptcy Act 1966 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause (22), or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, 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.

22 Removal of Committee members

- (1) The Club in general meeting may by special 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 ordinary resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in 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 the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and quorum

- (1) The Committee must meet at least four times in each period of twelve months at the place and time that the Committee may determine.
- (2) Oral or written notice of a meeting of the Committee must be given by the secretary

to each member of the Committee at least forty-eight hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

- (3) 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 deal with.
- (4) A quorum for the transaction of the business of a meeting of the Committee comprises:
 - (a) a simple majority of the Committee, or
 - (b) where any committee member holds two positions, a simple majority of committee positions represented.
- (5) 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 the same place and at the same hour of the same day in the following week.
- (6) 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.
- (7) 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, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

24 Appointment of Club members as Committee members to constitute quorum

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Club as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause (21) applies.

25 Use of technology at Committee meetings

- (1) A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of the member or members of the Club that the Committee thinks fit) the exercise of any of the functions of the Committee that 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 any conditions or limitations as to the exercise of any function, or as to time or circumstances, which 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.

27 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) Except as provided in sub clause (3), 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) When a member holds two Committee positions, that member is entitled to two votes.
- (4) Subject to clause 23(5), the Committee may act despite any vacancy on the Committee.
- (5) 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 5 General meetings

28 Annual general meetings - holding of

The Club must hold its annual general meetings:

- (a) within six months after the close of the Club's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

29 Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause (28), to be convened on the date and at the place and time that 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.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30 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 of at least 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 be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged

with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three 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.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 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 fourteen 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, cause notice to be given in accordance with s39 of the Act.
- (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 (28) (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.

32 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) 10% of voting members present 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 members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the full members present

(being at least 3) are to constitute a quorum.

33 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.

34 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 fourteen 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.

35 Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause (40) applies, any appropriate corresponding method that the Committee may determine, or
 - (b) if on the motion of the chairperson or if five or more full 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) Subclause (2) applies to a method determined by the Committee under subclause (1)
 - (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 Special resolutions

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

37 Voting

- (1) On any question arising at a general meeting of the Club a voting member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

38 Proxy votes not permitted

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

39 Postal or electronic ballots

- (1) The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause (15)).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology at general meetings

- (1) A general meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Club's members a reasonable opportunity to participate.
- (2) A member of an Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 6 Miscellaneous

40 Insurance

- (1) The Committee, in the Club's name, shall effect insurance :
 - (a) of an amount as will indemnify the Club against all reasonable claims, such amount to be reviewed annually by the Committee and
 - (b) of an amount as will indemnify the Committee members and appointed members against all reasonable claims, such amount to be reviewed annually by the Committee and
 - (c) in compliance with the Act.

41 Funds - source

- (1) The funds of the Club are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, any other sources that 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.

42 Funds – management and audit

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Committee determines.
- (2) The Committee must design and maintain appropriate internal controls to safeguard Club assets, including but not limited to:
 - (a) All payments, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by 2 office bearers wherever practical.
 - (b) The Committee shall not spend an amount greater than five thousand dollars (\$5,000.00) in one transaction, without the authority of a general meeting.
 - (c) The financial statements of the Club shall be audited annually by a qualified auditor who shall not be a member of the Committee or a relation of a bank signatory. The audit shall be conducted in accordance with Australian Auditing Standards.

43 Club is non-profit

- (1) Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to

provide a pecuniary gain for any of its members.

- (2) No portion of the income and property of the Club shall be paid to any member of the Club either directly, or indirectly, except for reimbursement of approved expenditure.

44 Winding up of Club

- (1) A Special general meeting shall be called for the purposes of dealing with the dissolution of the Club.
 - a. Only full members are eligible to vote at such a meeting.
 - b. Voting will only be by ballot.
- (2) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (3) In this clause, a reference to the surplus property of a 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.

45 Change of name, objects and constitution

- (1) The Club Constitution can only be amended by an affirmative vote at a general meeting. A notice of motion of amendment must be given to the Secretary in writing and published in the Club magazine, which must be posted at least two weeks before the general meeting being held.
- (2) The motion may be amended at this Special general meeting providing such amendment does not alter the meaning of the original motion.
- (3) Only full members present at the general meeting are eligible to vote for any change to the Constitution.
- (4) An application for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

46 Custody of books etc

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

- (a) at the main premises of the Club, in the custody of the public officer or a member of the Club (as the Committee determines), or
- (b) if the Club has no premises, at the Club's official address, in the custody of the public officer.

47 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - (a) records, books and other financial documents of the Club,
 - (b) this constitution,

- (c) minutes of all Committee meetings and general meetings of the Club.
- (2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

48 Service of notices

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

49 Financial year

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