



# CONSTITUTION

Updated 2020

# Contents

<b>Part 1 - Preliminary</b> .....	3
1. Objectives .....	3
2. Definitions .....	3
<b>Part 2 - Membership</b> .....	4
3. Membership generally .....	4
4. Nomination for membership .....	4
5. Cessation of membership .....	5
6. Membership entitlements not transferable .....	5
7. Resignation of membership .....	5
8. Register of members .....	5
9. Fees and subscriptions .....	6
10. Members' liabilities .....	6
11. Resolution of disputes .....	6
12. Disciplining of members .....	6
13. Right of appeal of disciplined member .....	6
<b>Part 3 - The committee</b> .....	7
14. Powers of the committee .....	7
15. Indemnity of Officers .....	7
16. Composition and membership of committee .....	7
17. Election of committee members .....	8
18. President .....	8
19. Vice President .....	8
20. Secretary .....	8
21. Treasurer .....	9
22. Other Committee Positions .....	9
23. Casual vacancies .....	9
24. Sub Committee .....	10
25. Removal of committee members .....	10
26. Committee meetings and quorum .....	10
27. Delegation by committee to sub-committee .....	10
28. Voting and decisions .....	11
<b>Part 4 - General meetings</b> .....	11
29. Annual general meetings - holding of .....	11
30. Annual general meetings - calling of and business at .....	11
31. Special general meetings - calling of .....	12
32. Notice .....	12
33. Quorum for general meetings .....	12
34. Presiding member .....	13
35. Adjournment .....	13
36. Making of decisions .....	13
37. Special resolutions .....	13
38. Voting .....	13
39. Proxy votes permitted .....	13
40. Postal ballots .....	14
<b>Part 5 - Miscellaneous</b> .....	14
41. Insurance .....	14
42. Funds - source .....	14
43. Funds - management .....	14
44. Contractual Engagement .....	14
45. Change of name, objects and constitution .....	14
46. Custody of books etc .....	14
47. Auditors .....	14
48. Inspection of books etc .....	15
49. Service of notices .....	15
50. Financial year .....	15
51. Application of property and income .....	15

# Part 1 - Preliminary

## 1. Objectives

- (1) The objectives of the Club shall be:
- a) To promote, facilitate, assist and implement all those objectives contained in the Constitution and Rules of Equestrian Australia that pertain directly or indirectly to Dressage, Working Equitation and other Equestrian events.
  - b) To provide, at our events, a suitable environment in which dressage and Working Equitation horses could reasonably be expected to work and further, to actively discourage the use of prohibited substances. The use of banned substances will not be tolerated.
  - c) To promote, facilitate and assist in the acquisition and distribution of knowledge of judging and stewarding Dressage and Working Equitation exhibitions and other Equestrian events.
  - d) To organise and conduct any courses of instruction, lectures or discussions conducive to greater efficiency and standardisations of Dressage and Working Equitation judging and also conducive to the greater knowledge of horse owners and riders.
  - e) To conduct all Dressage and Working Equitation competitions in strict accordance with the current rules and regulations of the F.E.I., as adopted by Equestrian Australia.
  - f) To promote the sport of dressage and working equitation, promote a sportsperson-like attitude amongst competitors and to encourage harmony between horse and rider.

## 2. Definitions

- (1) In this constitution:

**The Club** means “Camden Equitation Inc.”

**Ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**Secretary** means:

- (a) the person holding office under this constitution as secretary and includes an acting Secretary or other person for the time being appointed by the Club to exercise its secretarial functions of the association, or
- (b) if no such person holds that office - the public officer of the association.

**Bodies** denotes any club or body which has among its activities the breeding, use, care, study and/or exhibition of horses and/or ponies, provided that such body is resident within the Commonwealth of Australia.

**Person** means and includes natural persons, firms, companies and other legal entities.

**Exhibition** includes competitions, tests, demonstrations of performance and other displays or events in which horses participate.

**Rules** means the rules herein set out as from time to time amended pursuant to the provisions hereinafter contained.

**Regulations** means regulations made by the Club as from time to time in force.

**Writing** includes printing, typing, faxing, e-mailing and other recognised means of communication.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Special general meeting** means a general meeting of the association other than an

annual general meeting.

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the *Associations Incorporation Regulation 2016*..

- (2) In this constitution:
  - (a) a reference to a function includes a reference to a power, authority 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 - Membership

### 3. Membership generally

- (1) Membership of the Club shall comprise:

**Senior Members** – being persons 18 years of age and over may be classified as full members and may vote at the Annual General Meeting.

**Junior Members** – being persons under the age of 18 years. Junior Members are not eligible for election to the Committee nor have the right to nominate another Member to the Committee nor have the entitlement to vote.

**Associate Members** – being persons 18 years of age or over and who do not compete in the Dressage or Working Equitation events (Non Riding Member) may be classified as full members and may vote at the Annual General Meeting.

**Family/household Members** – shall be comprised of two related persons or members of the same household and only one adult member per family membership will be allowed to vote at the Annual General Meeting.

- (2) Each Senior, Junior, Associate and Family Member of the Club as at the date of the coming into force of these rules shall be deemed to have been admitted to the Club pursuant to these rules.
- (3) Membership fees shall be set down by the committee as per by-laws.
- (4) A full membership year begins on the 1st of July and ends on the 30th of June of each year.
- (5) Members must be financial to enjoy membership discounts at any Camden Equitation Inc. Events.
- (6) The members may consider from time to time, upon recommendation of the committee, nominations for Life Memberships, for members who have given outstanding service to the organization for over 10 years. Such nominations must be seconded and accompanied by a history of service. The committee will decide on the suitability or not of such nominations. Such members may be elected at an AGM or Special General Meeting and thereafter may be entitled to all privileges and rights of a member free from liability for payment of any subscriptions and fees.
- (7) Life Members enjoy all the privileges and powers of Ordinary members.
- (8) Not more than two (2) Life Members may be elected in any one year.

### 4. Nomination for membership

- (1) A nomination of a person for membership of the association:
  - (a) must be lodged with the nominated person of the association in writing with the appropriate fee.
- (2) As soon as practicable the nominated person must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the

nomination (whichever is applicable), and

- (3) The nominated person must, on payment by the nominee of the membership subscription enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

## **5. Cessation of membership**

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

- (a) dies, or
- (b) resigns membership by notice, in writing, to the Secretary or
- (c) is expelled from the association, or
- (d) is declared insane, or
- (e) fails to pay the annual membership fee.

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

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

- (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 association may resign from membership of the association by first giving to the secretary written notice 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 association ceases to be a member under sub clause (1) of the Act, 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.

## **8. Register of members**

- (1) The nominated person of the association must establish and maintain a register of members of the association specifying the name, postal or residential address and email address of each person who is a member of the association 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 association, or
  - (b) if the association has no premises, at the association's official address.
- (3) All Registers kept pursuant to the rules shall be available for inspection by Members at all reasonable times, with measures to ensure the privacy of Members is not compromised.
- (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 purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (5) Members of any category of membership shall forthwith notify, in writing, the nominated person of any change of address.

## **9. Fees and subscriptions**

The membership subscription for each Member of the Club shall be subject to determination from time to time by the General Committee. A membership application form must be accompanied by the appropriate joining fee as determined by the General Committee.

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) Except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year

## **10. Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association 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 association, or a dispute between a member or members and the association, 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 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 association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of the association.
- (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 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 association or suspend the member from membership of the association 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 association confirms the resolution under clause 13, whichever is the later.

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

- (1) A member may appeal to the association 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 sub clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under sub clause (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 association.
  - (c) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (d) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 13, whichever is the later.

## **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 association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, 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 association.

### **15. Indemnity of Officers**

Every Officer appointed by the Club or the General Committee and every Member of the Committee shall be entitled to be indemnified out of the funds of the Club against any loss, expense or liability incurred or sustained by him/her in the bona fide and proper exercise of his/her duty.

### **16. Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 17.
- (2) The total number of committee members is to be a minimum of 7 and a maximum of 15.
- (3) The office-bearers of the association 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) 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.

### **17. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) Must be financial members of the organisation.
  - (b) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (c) must be delivered to the secretary of the association at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (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. The election shall be determined by a secret ballot counted by two (2) scrutineers elected by the members present and who are ineligible to vote.
- (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) All elections shall be by simple majority of the votes cast by those present and eligible to vote.

### **18. President**

- (1) The president shall preside at all meetings. In his/her absence, the Vice-President shall act in his/her stead. In the absence of both the President and Vice-President, the committee shall appoint a chairman. In case of a tied vote, the president shall have the deciding vote.

### **19. Vice President**

- (1) The Vice-President shall assist the President wherever possible and carry out his/her duties in his/her absence.

### **20. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association 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.
- (d) The Secretary shall maintain contact with E.A. F.E.I AN.W.E.L and other affiliated bodies and shall inform the Club of all such doings.

## **21. Treasurer**

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

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

The Treasurer shall attend all meetings at which matters of finance are to be discussed.

**22. Other Committee Positions** *All committee positions are voluntary with no payment for services unless otherwise agreed upon by the committee.*

The committee may appoint the following positions:

- (a) An Event Secretary
- (b) Membership Secretary: The membership secretary will be responsible for maintaining accurate membership records, organize and update annual renewal notices.
- (c) Publicity Officer: The Publicity Officer shall be responsible for advertising upcoming functions/competitions of the organization through membership newsletters, newspapers, newspaper advertising and local notice boards. The Publicity officer shall be responsible for the Facebook and webpage.
- (d) Promotions and Fundraising Officer: The Promotions and Fundraising officer should obtain and co-ordinate sponsorship, assist in the purchase of prizes and organise any function with the view for club fundraising.
- (e) Any other position deemed necessary and suitable by the committee.

## **22. 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 association 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 association, 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 21 of the Act, 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.

## **23. Sub-Committee**

The organization may set up sub-committees to carry out specific functions on its behalf and such sub-committees shall submit written reports of their operations to be distributed with the minutes. A budget should also be submitted if requested.

## **24. Removal of committee members**

- (1) The association 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 to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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
- (3) If a member does not attend 3 consecutive meetings without an apology.

## **25. Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) 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 sub clause (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 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present 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.
- (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.

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

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association 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.

## **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) 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 22 (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**

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

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

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

- (1) The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association 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 such 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 association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (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 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **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 association, 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 association, the secretary must, at least 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 sub clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2) of the Act.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who 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 (5 committee members must be present to be a quorum - 3 executive committee members and 2 ordinary member) entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened 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 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 association.
- (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 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub clauses (1) and (2), 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 association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 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 association, 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.

### **36. Special resolutions**

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

### **37. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **38. Proxy votes**

- (1) Proxy voting is not permitted at an Annual General Meeting and an Extraordinary Meeting.

### **39. Postal ballots**

- (1) Postal Ballots are not permitted.

## **Part 5 - Miscellaneous**

### **40. Insurance**

The association must effect and maintain insurance.

### **41. Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) The membership subscription for each Member of the Club shall be subject to determination from time to time by the General Committee. A membership application form must be accompanied by the appropriate joining fee as determined by the General Committee.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (4) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **42. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or

- (2) employees authorised to do so by the committee.

### **43. Contractual Engagement**

- (1) Subject to the approval or confirmation of the General Committee being first obtained and within the scope of the objectives of the Club the Secretary is authorised to contract any obligation and to sign any contract in the name of and on behalf of the Club.
- (2) Every such obligation shall be binding upon the members of the Club whose liability shall be a joint liability limited to the amount of the members annual subscription.

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

An application to the Director-General for registration of a change in the association'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.

### **45. Custody of books etc.**

Except as otherwise provided by 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 association.

### **46. Auditors**

- (1) Auditors, who are not members of the Committee, shall be appointed at a General Meeting, or failing that, at a Committee Meeting. They shall examine all accounts, vouchers, receipts, audit the books and furnish a report thereon, which shall be submitted to the Annual General Meeting prior to the election of officers. A qualified Accountant should be appointed and where a fee is charged such expenditure may be regarded as valid.

## **47. Inspection of books etc.**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.

## **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 association is:

- (f) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (g) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.*

## **50. Application of property and income**

- (1) All income and property of the Club shall be applied solely towards the promotion of the objectives of the Club as set forth in the Rules.
- (2) In the winding up of the Club the funds after the liabilities have been discharged shall be devoted to the promotion of objectives similar to those of the Club and to such body or bodies as are decided upon by the Club. No Member shall be entitled to receive any part of such funds.