



Concord Triathlon Club Incorporated

Constitution

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1. NAME AND OBJECTIVES

1.1 Club name

The name of the Club shall be Concord Triathlon Club.

1.2 Object of the Club

The object of the Club shall be to:

- (a) provide a supportive environment to help members of all levels achieve their fitness goals through triathlon and the three disciplines thereof.

2. RULES AND REGULATIONS

- (a) In the event that a matter is not specifically addressed in this Constitution, the Model Constitution, as published by NSW Fair Trading, applies for that matter and forms part of this Constitution.
- (b) In this Constitution references to “the Act” or “the Regulation/s” refer to the *Associations Incorporation Act 2009* (NSW) and its associated regulations.
- (c) The Club has, under its affiliation to Triathlon New South Wales, also agreed to be bound by the Constitution of Triathlon Australia.
- (d) The Club will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by the Triathlon New South Wales and Triathlon Australia.
- (e) In the event that a matter is not addressed in any articles specified in Section 2 (a) to (c), the Committee will jointly decide the course of action and resolution of a matter, as determined in Section 5 of this Constitution.

3. MEMBERSHIP

3.1 Categories of Memberships

Membership of the Club is divided into the following categories:

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- (a) Club Members; and
 - (b) Life Members.

3.2 New categories

The Committee may create new categories of membership in the Club as they see fit.

3.3 Effect of Membership

Each Member of the Club acknowledges and agrees that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and any By-Laws;
- (b) he or she must comply with and observe this Constitution, the By-Laws, and any rule, policy, determination or resolution which may be made or passed by the Club or by the Committee;
- (c) by submitting to the Constitution and the By-Laws, he or she is subject to the direction and control of the Club in its administration of the Club's activities;
- (d) this Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Club, the Members of the Club and the sport of Triathlon and Multisport;
- (e) the Constitution and By-Laws are necessary and reasonable for promoting the objects and particularly the advancement and protection of Triathlon/Multisport; and
- (f) they are entitled to all benefits, advantages, privileges and services of Club membership.

3.4 Application for membership

- (a) An application by a person for membership of the association:
 - (i) 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
 - (ii) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (b) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.

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- (c) As soon as practicable after the committee makes that determination, the secretary must:
 - (i) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (ii) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
 - (d) The secretary must, on payment by the applicant of the amounts requested, 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 association.

3.5 Membership Fees

- (a) The Management Committee shall determine the annual fees payable by a Member (or any category of Membership of the Club) to the Club, and the time for and manner of payment of the annual Membership Fee.
- (b) If a Member was a Club Member in the previous financial year and the Member fails to pay the Membership Fee within the terms specified by the Management Committee, the Club Member will cease to be a Member of the Club at the end of the first month of the financial year.
- (c) If a person registers with the Club as a Club Member part of the way through a financial year, the Member shall pay the annual Membership Fee as determined by the Club, subject to any discount approved by the Management Committee.

3.6 Cessation of membership

- (a) A person ceases to be a member of the association if the person:
 - (i) dies, or
 - (ii) resigns membership, or
 - (iii) is expelled from the association, or
 - (iv) fails to pay the annual membership fee.
- (b) Where a person ceases to be a Member of the Club, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member of the Club.

3.7 Admission of a Life Member

- (a) The Club may, from among persons who have provided long and meritorious service with the Club, appoint Life Members in recognition of their efforts in furthering the interests of the Club.
- (b) A Club Member shall be admitted as a Life Member upon determination by the Committee, based upon a majority vote.
- (c) In considering the long and meritorious service of a potential life member, the Committee will have regard to:
 - (i) The contribution of the member to the Committee and management functions of the Club
 - (ii) The contributions of the member to the advancement of the objectives of the Club.
- (d) As a general rule, notwithstanding Part (c) above, a life member will have made a significant non-monetary contribution to the Club for a period of no less than 10 years.
- (e) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.
- (f) A Life Member of the Club shall have the same rights and privileges as an ordinary Club Member, but will not be required to pay a Membership Fee on an annual basis.

3.8 Members registering with Triathlon NSW and Triathlon Australia

- (a) The Club will encourage each Member to register with the affiliating bodies Triathlon New South Wales and Triathlon Australia.

3.9 Membership Entitlements Not Transferable

- (a) A right, privilege or obligation which a Member of the Club has by reason of such Membership:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon cessation of such Member's Membership of the Club.

3.10 Rights of a Member

- (a) Each Member of the Club shall be entitled to attend each Annual and General Meeting of the Club.
- (b) Each Member of the Club shall be entitled to one vote at these meetings.

3.11 MEMBERSHIP CODE OF CONDUCT

General Conduct

- (a) The Committee shall determine By-Laws, policies and rules in relation to Member Conduct, and publish them by appropriate means.
- (b) In general, Members are required to behave in a manner which does not:
 - (i) Negatively impact other Club Members, including bullying and harassment.
 - (ii) Bring the Club into disrepute.

Social Media

- (a) Social media is a key form of communication for the Club and Members are required to conform to certain rules regarding the use of social media in association with the Club.
- (b) Social media posts are deemed inappropriate or offensive if they contain:
 - (i) Anything contrary or negative about our Club sponsors or their products.
 - (ii) Anything not related to CTC/Triathlon or specific Club endorsed activities.
 - (iii) Any negative comment about Club members.
 - (iv) Anything that puts the Club into disrepute.
- (c) Any inappropriate posts will be removed immediately by any member of the committee who finds the post to be in breach of above and a record of the post made.
- (d) Any member who breaches the Club's Social Media etiquette will be disciplined as follows:
 - (i) First breach: A verbal warning
 - (ii) Second breach: A written warning
 - (iii) Third breach: Removal from the Club's Social media site for a period determined by the Committee.

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- (e) Members may be subject to general discipline procedures in the event of consistent or severe breaches of this rule.

4. DISCIPLINING OF MEMBERS

4.1 Disciplining of members

- (a) A complaint may be made to the Committee by any person that a member of the club:
- (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Club.
- (b) Generally, the complaint should be made in writing and addressed to the Member Protection Information Officer. However, this does not restrict the making of a complaint by other means.
- (c) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (d) If the Committee decides to deal with the complaint, the Committee:
- (i) must cause notice of the complaint to be served on the member concerned, and
 - (ii) 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
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (e) 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.
- (f) 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.
- (g) The expulsion or suspension does not take effect:

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- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 4.2.

4.2 Right Of Appeal of Disciplined member

- (a) A member may appeal to the club in a general meeting against a resolution of the Club, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) 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.
- (c) On receipt of a notice from a member under subclause (a), 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.
- (d) At a general meeting of the club convened under subclause (c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the association.

5. COMMITTEE

5.1 Composition

- (a) The Committee shall consist of:
 - (i) A President
 - (ii) A Vice President
 - (iii) A Club Captain
 - (iv) A Secretary

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- (v) A Treasurer
 - (vi) at least 2 ordinary committee members, to fulfil such functions as considered necessary by the Committee.

each of whom is to be elected at the annual general meeting of the Club.

- (b) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (c) The role of Public Officer, required by law, should generally be the Secretary or another member of the Committee as the Committee deems appropriate.
- (d) The role of Member Protection Information Officer (MPIO) will also be fulfilled by a committee member, as agreed by the Committee. The MPIO is the key contact in the Club for handling complaints and for providing advice in regard to member protection issues.
- (e) There is no maximum number of consecutive terms for which a committee member may hold office.
- (f) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

5.2 Powers of the Committee

- (a) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the Committee:
 - (i) is to control and manage the affairs of the Club, and
 - (ii) 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 association, and
 - (iii) 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 association, including making By-Laws, rules or policies.

5.3 By-Laws and Policies

- (a) The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Club and, the advancement of

the Objects as it think necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

- (b) All By-Laws and Policies made under this Clause shall be binding on the Club and Members.
- (c) Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Club members by means of notices approved by the Committee. Notices are binding upon all Members.

5.4 Election of committee members

- (a) Nominations of candidates for election to the Committee:
 - (i) must be made in writing;
 - (ii) must be delivered to the Secretary of the Club at least 7 days before the AGM at which the election is to take place.
- (b) If insufficient nominations are received to fill vacancies on the Club Committee, the persons nominated are taken to be elected after each nomination is seconded by a Club Member and the nominated person secures a majority vote.
- (c) Further nominations for vacant positions may then be received at the AGM.
- (d) If insufficient further nominations are received, any vacant positions remaining on the Club Committee are taken to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected after the each nomination is seconded by a Club Member and the nominated person secures a majority vote.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, voting for the election of Committee Members will be conducted at the AGM by a show of hands and in such usual and proper manner as the Club Committee may direct.

5.5 Casual vacancies

- (a) 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 annual general meeting next following the date of the appointment.

(b) For the purposes of these Rules, a casual vacancy in the office of a Member of the Committee occurs if the Member:

- (i) dies;
- (ii) ceases to be a Member of the Club; or
- (iii) declines to act; or
- (iv) resigns her/his office by notice in writing given to the Secretary; or
- (v) is absent, without leave of the Committee, from four consecutive meetings of the Committee; or
- (vi) removed from office pursuant to Rule 5.5; or
- (vii) becomes insolvent under administration within the meaning of any relevant legislation; or
- (viii) becomes a mentally incapacitated person.

5.6 Removal of Club Committee Member

- (a) An elected Member of the Committee may be removed by a resolution passed at a meeting of the Committee convened for that purpose by a two-thirds majority of the votes of the Members present and voting on the resolution.

5.7 Functions of the Secretary

- (a) The Secretary must as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- (b) The functions of the Secretary are to:
 - (i) keep a Register of Members of the Club in such form as the Management Committee approves;
 - (ii) keep minutes (whether in written or electronic form) of:
 - all appointments of office-bearers and members of the committee, and
 - the names of members of the committee present at a committee meeting or a general meeting, and
 - all proceedings at committee meetings and general meetings.

Minutes of proceedings at a meeting must be approved by resolution of the Committee at the following equivalent meeting.

- (iii) convene, in accordance with this Constitution, general meetings of the Club and meetings of the Management Committee;
- (iv) subject to the IAI Act and this Constitution, keep in his/her control all records, books and other documents relating to the Club and make available and open for inspection, free of charge, by a Member at any reasonable hour;
- (v) be a public officer for the purposes of the IAI Act, except that if he/she does not reside in New South Wales, the Management Committee shall nominate another Member who is eligible to be a public officer in accordance with the IAI Act.

5.8 Functions of the Treasurer

The functions of the Treasurer are to:

- (a) ensure that all money due to the Club is collected and received and take charge of all moneys belonging to the Club and deal with these moneys in accordance with the Constitution;
- (b) ensure all payments authorized by the Club are made;
- (c) keep such books, records and accounts showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, as is required by the Act or any relevant law;
- (d) maintain an inventory of equipment purchased with the Club's funds;
- (e) present to the AGM of the Club:
 - (i) a report on the financial position of the Club for the financial year; and
 - (ii) a statement of the receipts and expenditure of the Association for that financial year;
 - (iii) a statement of assets and liabilities of the Association at the end of that financial year;
 - (iv) a statement of any mortgages, charges or other securities of any description affecting any property of the Association at the end of that financial year.

5.9 Committee meetings and quorum

- (a) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) 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 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.
- (d) Notice of a meeting given under subclause (c) 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.
- (e) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) 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.
- (g) 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.
- (h) At a meeting of the committee:
 - (i) the president or, in the president's absence, the vice-president is to preside, or
 - (ii) 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.

5.10 Resolutions Not in Meeting

- (a) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5.11 Delegation by Committee to sub-committee

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- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
 - (b) 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.
 - (c) 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, that may be specified in the instrument of delegation.
 - (d) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (e) 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.
 - (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (g) A sub-committee may meet and adjourn as it thinks proper.

5.12 Voting and decisions

- (a) 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.
- (b) 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.
- (c) The committee may act despite any vacancy on the committee.
- (d) 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.

5.13 Conflict of interest

- (a) A Committee Member shall declare his interest in any:
- contractual matter;
 - selection matter;
 - disciplinary matter; or
 - other financial matter.

In which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Club Committee, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Club Committee Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Club Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Club Committee, or if this is not possible, the matter shall be adjourned or deferred.

- (b) It is the duty of the Secretary to record in the minutes, or cause to be recorded, any declaration made or any general notice given by a Committee Member.

6. General meetings

6.1 Annual general meetings

- (a) The association must hold its annual general meetings:
- (i) within 3 months after the close of the association's financial year,
or
 - (ii) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
- (b) The annual general meeting of the Club is to be convened on the date and at the place and time that the committee thinks fit.
- (c) In addition to any other business which may be transacted at an annual general meeting, as determined by the Committee, the business of an annual general meeting is to include the following:

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- (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the Committee reports on the activities of the association during the last preceding financial year,
 - (iii) to elect members of the Committee; and
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
 - (v) such other items of business requested by the Members of the Club.
- (d) notice in writing at least seven days prior to the meeting must be given to the Secretary by not less than two Members of the Club of any matter other than such matters as required by this Constitution which is to be resolved at an Annual General Meeting.
- (e) An annual general meeting must be specified as that type of meeting in the notice convening it.
- (f) The Secretary must, at least 14 days before the date fixed for the holding of the AGM, give a notice to each Member of the Club specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. The notice of an AGM shall include notifications of requirements for Club Committee elections.
- (g) 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 matters required under subclause (1), the intention to propose the resolution as a special resolution.
- Note. A special resolution must be passed in accordance with section 39 of the Act.
- (h) 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 is required to be transacted by law and under this Constitution.
- (i) 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.

6.2 Special general meetings

- (a) Where the Committee considers it desirable to do so, it may convene a General Meeting of the Club for the purpose of considering a matter or matters that it considers should be determined at a General Meeting of the Club.
- (b) The committee must, on the requisition of at least 25 members, convene a special general meeting of the association.
- (c) A requisition of members for a special general meeting:
 - (i) must be in writing, and
 - (ii) must state the purpose or purposes of the meeting, and
 - (iii) must be signed by the members making the requisition, and
 - (iv) must be lodged with the secretary, and
 - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within 1 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 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in subclause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (f) (6) For the purposes of subclause (c):
 - (i) a requisition may be in electronic form, and
 - (ii) a signature may be transmitted, and a requisition may be lodged, by electronic means.

6.3 Quorum for general meetings

- (a) 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.
- (b) 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.

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- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (iii) if convened on the requisition of members—is to be dissolved, and
 - (iv) 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.
 - (d) 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.

6.4 Presiding member

- (a) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (b) 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.

6.5 Adjournment

- (a) 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.
- (b) 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.
- (c) 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.

6.6 Making of decisions

- (a) A question arising at a general meeting of the association is to be determined by:
 - (i) a show of hands (or corresponding electronic equivalent), or
 - (ii) 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.
- (b) 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.
- (c) 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.

6.7 Voting

- (a) On any question arising at a general meeting of the association a member has one vote only.
- (b) 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.
- (c) 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.
- (d) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

6.8 Proxy votes not permitted

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

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

6.9 Postal or electronic ballots

- (a) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

6.10 Use of technology at general meetings

- (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (b) A member of an association 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.

7. Miscellaneous

7.1 Funds Source and Insurance

- (a) The funds of the Club shall be derived from Membership Fees, sponsorship and such other sources as the Management Committee determines.
- (b) All moneys received by the Club shall be deposited as soon as practicable and without deduction to the Club's bank account.
- (c) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (d) The Club may effect and maintain insurance.

7.2 Application of Club Property and Income

- (a) The income and property of the Club must be applied solely towards the promotion of the Objects.
- (b) No portion of income or property of the Club may be paid or transferred, directly or indirectly to any Member.
- (c) No remuneration or other benefit in money or money's worth may be paid or given by the Club to any Member including any Member who holds an office of the Club.
- (d) Nothing in this section prevents the payment in good faith of or to any Member for any services rendered to the Club.

7.3 Association is non-profit

- (a) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

7.4 Dissolution

- (a) The Club shall not be dissolved except by a resolution:
 - (i) passed in accordance with this Rule at a General Meeting of the Club convened for that purpose; and
 - (ii) a resolution dissolving the Club is of no effect unless three-quarters of the number Members vote in favour of the resolution.
- (b) If the Club is dissolved, the property of the Club shall be realised and applied in satisfaction of any debts and liabilities and the costs, charges and expenses of the dissolution.
- (c) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association 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.

7.5 Member and Committee Liability and Indemnity

- (a) The liability of a Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the dissolution of the Club is limited to the amount, if any, unpaid by the Member in respect of Membership to the Club.
- (b) The Club shall indemnify and keep indemnified all Members of the Committee against all losses or expenses that they may incur in the performance of their functions and duties as such Members.
- (c) A Member of the Management Committee is not liable to the Club for any loss or expense incurred by the Management Committee unless the loss or expense resulted from her/his own willful act or default.

7.6 Alteration of Constitution

- (a) The Constitution may be amended by a resolution passed by a three-quarters majority of the Members of the Club entitled to vote and present at a General Meeting of the Club convened for that purpose, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members of the Club.

7.7 Commencement

This Constitution shall come into operation at the time at which it is approved by the Members of the Club and will be made available on the Club's website.