



## **Computer Pals for Seniors Northern Beaches Inc.**

### **Constitution**

**As amended 14<sup>th</sup> January 2019**

**(Including amendments 20 August 2009 and 20<sup>th</sup> August 2014)**

#### **THE RULES OF THE ASSOCIATION OF COMPUTER PALS FOR SENIORS NORTHERN BEACHES INC**

*Incorporated 3<sup>rd</sup> April 1997 Registration Number. Y2584603*

**Amended 14<sup>th</sup> January 2019**

#### **PART 1. PRELIMINARY**

##### **Rule 1. Title**

The Club shall be called **Computer Pals for Seniors Northern Beaches Incorporated.**

##### **Rule 2. Sphere of Influence**

Membership is intended for persons over the age of 55 years who have retired from full participation in the workforce, residing in the Northern Beaches area of Sydney, comprising the area administered by Manly, Warringah and Pittwater Councils, and subject to the discretion of the Committee.

### **Rule 3. Aims and Objectives**

- (1) The purpose of the Club shall be to assist its members by
  - (a) enabling them, through mutual help and at minimum cost, to acquire and improve their computer and electronic communication skills.
  - (b) providing them with facilities pursuant to this aim.
  - (c) providing a setting for the interchange, in an atmosphere of fellowship and enjoyment, of computer and communications knowledge, skills, and ideas.
  - (d) enabling members to keep up with developments in the use of computers so that they continue to participate in this aspect of modern life, thereby contributing to their self-confidence and self-esteem.
  - (e) providing regular meetings, activities and training sessions pursuant to attaining the above.
  - (f) striving at all times to gain and retain the approval of the local community as a worthwhile organisation contributing to the quality of life within the community.
- (2) The Club will be non-political, non-sectarian, non-profit, and financially competent, and will not indulge in fundraising for any purpose other than its stated Aims and Objectives.
- (3) Members shall observe and uphold the rules of the Club and actively support and defend the Club, its Aims and Objectives.
- (4) Membership numbers may be restricted to a maximum figure as determined and/or amended at any Committee meeting.
- (5) The Club will seek and consider opportunities to develop or support programs to help bring computer technology to other Seniors' Organisations as long as any project is not to the disadvantage of Club members.

### **Rule 4. Definitions.**

For the purpose of interpretation of these Articles of Association

- (1) "Constitution" means the collective Rules of the Association of the Computer Pals for Seniors Northern Beaches Incorporated.
- (2) "Rules" means the Club rules, based on the Model Rules For The Incorporation of Associations issued by the New South Wales Department of Business and Consumer Affairs according to the Association Incorporation Act of 1984, and as modified for the particular needs of the Club.
- (3) "Club" means Computer Pals for Seniors Northern Beaches Incorporated.
- (4) "Member" means any person having membership of the Club in accordance with the Rules.

- (5) "Associate Member " means a person appointed by the Committee subject to the By-Laws and granted ordinary membership privileges except the right to vote at a Club meeting.
- (6) "Committee Member" means a member elected to the Committee of Management of the Club, either as an office-bearer or as an Ordinary Committee Member pursuant to Rule 17.
- (7) "Secretary" means the person holding office under these rules as Secretary of the Club, or where no other person holds the office of Public Officer, then the Secretary is also the Public Officer.
- (8) "Committee Meeting" is a meeting at which attendance is restricted to the Club's office- bearers pursuant to Part 3 of the Constitution.
- (9) "General Meeting" means a meeting at which all members are entitled to attend and may be referred to as "GM".
- (10) "Annual General Meeting" means a General Meeting for which notice of the occasion and the Agenda are given in advance; and at which the Club's past activities are reviewed and office-bearers are elected. The meeting is also to be known as the "AGM".
- (11) "Special General Meeting" means a General Meeting of the Club members for which notice of the occasion and Agenda are required to be given in advance. The meeting is also to be known as the "SGM".
- (12) "Act" means the Association Incorporation Act, 1984.
- (13) "Regulation" means the Association Incorporation Regulation, 1994.
- (14) "Applicant" is a person who has applied in writing to become a member or associate member.
- (15) "Functions" means the responsibilities of elected members and
  - (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.
- (16) "Financial Member" means a member who is not in arrears in respect of fees due to the Club saving privilege extended under Rule 8 (d) of this Constitution.. Trainers and Committee Members by virtue of the unpaid Volunteer work they perform are deemed to be not in arrears of fees due to the club and are considered Financial Members. A volunteer performing duties approved by the Committee of the club is also deemed to be a financial member.
- (17) "Financial Year" means a 12 month period commencing at midnight preceding the first day of a given month and terminating at midnight on the last day of the twelfth month as determined in the By-Laws.
- (18) "Quorum" means the minimum number of members present to constitute a legal meeting, and shall be, for a Committee meeting, 3 members. For all other meetings, 10% of the membership, or 20 members, whichever is greater. By exception, where a meeting has been adjourned and reconvened, subject to Rule 33 (4) herein, 3 members.

## **PART 2. MEMBERSHIP**

### **Rule 5. Membership Qualifications**

A person is qualified to be a member of the Club if, but only if

- (1) The person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after the incorporation of the Club under the Act or
- (2) The person is a natural person who
  - (a) has applied for membership of the Club as provided by Rule 6 and
  - (b) is not less than 55 years old and is not employed for income purposes more than 20 hours per week.
  - (c) has been approved for membership of the Club by the Committee.

### **Rule 6. Application for Membership**

- (1) An application of a person for membership of the Club shall be made in writing in the form set out by the Committee. This may be amended from time to time and issued to prospective members, and shall be lodged with the Treasurer of the Club, together with entry and subscription fees.
- (2) As soon as practicable after receiving a nomination for membership, the Treasurer shall refer the nomination to the Committee, which shall determine whether to approve or to reject the application. The Committee's decision on this matter is final and not required to be explained.
- (3) Where an application for membership has been approved, the Treasurer shall enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Club.
- (4) Where an application has not been approved, fees will be refunded.

### **Rule 7. Fees and Subscriptions**

- (1) A member of the Club must pay the entry fee when applying for membership.
- (2) In addition to any amount payable by the member under clause (1), a member of the Club must pay in advance to the Club a quarterly or an annual subscription fee.
- (3) The entry fee and quarterly or annual subscriptions payable by members shall be reviewed by The Management Committee at the commencement of each calendar year.

### **Rule 8. Cessation of Membership**

A person ceases to be a member if the person

- (a) dies

### **Rule 8. Cessation of Membership (continued)**

- (b) resigns that membership
- (c) is expelled from the Association
- (d) ceases to be a financial member except in exceptional circumstances as determined by the Committee.

### **Rule 9. 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.

#### **Rule 10. Resignation of Membership**

- (1) A member may resign from the Club by giving notice of such intent but is not entitled to a refund of fees, in part or whole, for the balance of the term for which fees were paid.
- (2) By application of Rule 8 (d) a member may be deemed by the Committee to have resigned at the time the member's fees were due.
- (3) If a member of the Club ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the Public Officer must make an appropriate entry in the register of members recording the month in which the member ceased to be a member.

#### **Rule 11. Register of Members**

The Committee of the Club must establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club together with the month in which the person became a member.

- (4) The register of members must be kept at the office of the Club and must be open for inspection free of charge, by any member of the Club provided reasonable notice is given.

#### **Rule 12. 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 Rule 11.

#### **Rule 13. Resolution of Internal Disputes**

Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be

- (a) referred to the President and if within two weeks of being first so referred, the President is unsuccessful in negotiating a settlement between the parties, then
- (b) either party to the dispute may bind all parties to having the dispute referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

#### **Rule 14. Disciplining of Members**

- (1) A complaint may be made to the Committee by any member of the Club that some other member of the Club
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club.

- (2) On receiving such a 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.
- (3) 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.
- (4) 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, the reasons given by the Committee for having taken that action and of the member's right of appeal under Rule 15.
- (5) 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 Rule 15 (4), whichever is the later.

#### **Rule 15. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the Club at a General Meeting against a resolution of the Committee under Rule 14, 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 clause (1) above, the Secretary must notify the Committee, which is to convene a Special General Meeting of the Club to be held within 35 days after the date on which the Secretary received the notice.
- (4) At a General Meeting of the Club convened under clause (3) above
  - (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) If at the General Meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3. THE COMMITTEE**

#### **Rule 16. Powers of the Committee**

The Committee is to be called the Committee of Management of the Club and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Club in General Meeting, the Committee

- (1) Shall control and manage the affairs of the Club.
- (2) May exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules to be exercised by a General Meeting, or an Annual General Meeting or a Special General Meeting of members of the Club.
- (3) Has power to perform all such acts and do all such things as appear to the Committee to be necessary for the proper management of the affairs of the Club.

**Rule 17. Constitution and Membership of Committee**

- (1) The Committee is to consist of no more than 8 members
  - (a) being elected office-bearers of the association elected at an Annual General Meeting and
  - (b) where less than 8 designated offices have been created, ordinary members as elected at an Annual General Meeting, to occupy the remaining of the 8 positions and
  - (c) where any of the 8 positions becomes vacant for any reason, members co-opted by the Committee to fill the vacancies for the period remaining before the next Annual General Meeting.
- (2) **The office-bearers of the Club are**
  - President
  - Vice President
  - Treasurer
  - Secretary
  - Training Coordinator
  - Immediate Past President pursuant to Rule 17 (7)
  - 2 Ordinary Committee Persons
- (3) Other Committee offices, besides the ones specified in clause (2), above, may be created by the Committee. In addition, at an Annual General Meeting or a Special General Meeting, office-bearers may be nominated to fill those offices provided that notice of such intent is included in the Notice of Meeting by election at that meeting. In this event, it will be constitutional by virtue of Rule 17 (1) should thereby an ordinary member position be made redundant.
- (4) The Committee may fill any vacant position on the Committee for the remainder of the year ending at the next Annual General Meeting.
- (5) All members except associate members will be eligible to vote for office-bearers and Committee members.
- (6) The Immediate Past President shall automatically be presumed elected to be a Committee member for one year following his/her retirement from office, subject to the incumbent being able and willing.
- (7) If the Past President can not fill, or can not continue to fill, the position so reserved by clause (5) above, the Committee may co-opt a member to fill that position.

**Rule 17. Constitution and Membership of Committee** *(continued)*

- (8) Any Committee member must be a financial member of the Club within the meaning of Rule 7.
- (9) A Committee member may not continue to hold that same office for a period of more than four consecutive years after the initial election of that member to that office. This period can be extended at the discretion of the Committee if the position can not otherwise be filled.

(10) Other office-bearers may be appointed by the Committee to undertake responsibilities as specified by the Committee. These office-bearers shall be designated as Staff Volunteers but are not Committee members. Staff Volunteers are accountable to the Committee. A Committee member is eligible to be appointed as a Staff Volunteer and a Staff Volunteer is eligible to be nominated for election to the Committee.

#### **Rule 18. Election of Committee Members**

- (1) Only financial members are eligible to serve on the Committee.
- (2) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the Committee
  - (a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and
  - (b) must be delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are declared elected and further nominations for the remaining vacancies are to be received from members attending at the Annual General Meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

#### **Management Committee**

##### **Rule 19. The President**

- (1) Must be a financial member of the Club
- (2) Will be responsible for chairing all Meetings.
- (3) Will represent the Club when liaison is required with Federal, State or Local Government Departments and other Organizations.
- (4) Is responsible for the smooth running of the Management Committee and should endeavour to ensure that all actions of the Committee comply with the requirements of the Club's constitution or set of rules.

##### **Rule 19. The President (continued)**

- (5) Will be the final Club arbiter on matters pertaining to grievance and complaint within the Club. Should the President be unable to find a solution that is satisfactory to all parties concerned with a specific grievance or complaint, reference should be made to an independent arbitrator.
- (6) Will prepare an Annual Report covering the happenings of the previous year for the Annual General Meeting.



(7) Should be computer literate, or prepared to learn how to become competent in the use of a computer.

**Rule 20. The Vice President**

(1) Must be a financial member of the Club.

(2) Will be responsible for chairing all meetings if the President is unavailable.

(3) Will assist the President in the smooth running of the Management Committee and should endeavour to ensure that all actions of the Committee comply with the requirements of the Club's constitution or set of rules.

(4) Should be computer literate, or prepared to learn how to become competent in the use of a computer.

**Rule 21. The Secretary**

(1) Must be a financial member of the Club.

(2) Will be responsible for taking the minutes of all Committee Meetings. A copy of the Minutes of each meeting will be kept in a book which is kept specifically for such purpose and signed by the Chairman of the next meeting as a true and correct record.

(3) Will attend to the correspondence of the Club.

(4) Will submit a list of all correspondence, both incoming and outgoing, to each Committee Meeting.

(5) Should be computer literate.

**Rule 22. Treasurer**

(1) Must be a financial member of the Club.

(2) Will ensure that the financial affairs of the Club are properly recorded and kept in order.

(3) Will submit a financial report to each Committee Meeting. A copy of such report should be included with the minutes as a permanent record in the Minute Book.

(4) The Committee at the next meeting must ratify all payments made between meetings.

(5) Will prepare the Club's financial books for an Auditor prior to the Annual General Meeting.

(6) Will present an audited financial statement to the Annual General Meeting.

(7) Will maintain the Club's Asset Register and prepare a list for insurance cover.

(8) Should be computer literate and preferably competent in the use of an appropriate accounts program.

**Rule 23. Casual Vacancies on the Committee**

For the purpose of these rules, 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) resigns office by notice or in writing given to the Secretary or
- (d) is removed from office under Rule 25 or
- (e) becomes a mentally incapacitated person or
- (f) is absent from 3 consecutive Committee meetings without an acceptable apology or leave of absence.

**Rule 24. Job descriptions for Committee Members.**

Job descriptions for Committee members other than for President, Vice President, Immediate Past President, Secretary, and Treasurer will not form part of this Constitution but may be included in the ByLaws at the discretion of the Committee.

**Rule 25. Removal of a Committee Member**

- (1) The Club in a General Meeting, may by resolution, remove any member of the Committee from the office of Committee 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 clause (1) above 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.

**Rule 26. Meetings**

- (1) The Committee shall meet each month at a time and place determined by the Committee.
- (2) Additional meetings of the Committee may be convened by the President or by any 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 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) No business is to be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting is to stand adjourned to a time and place to be determined by the Secretary in consultation with the Committee.
- (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.

**Rule 26. Meetings (continued)**

- (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, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

**Rule 27. 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 Club as the Committee thinks fit, the exercise of such of the functions of the Committee as are specified in the instrument, other than
  - (a) this power of delegation and
  - (b) a function which is a duty imposed on the Committee by an Act or any other law.
- (2) Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.
- (3) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (4) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (5) A sub-committee may meet and adjourn, as it thinks proper.

**Rule 28. 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 member presiding may exercise a second or casting vote.
- (3) Subject to Rule 26 (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 subcommittee.

**PART 4 GENERAL MEETINGS**

**Rule 29. Annual General Meeting**

- (1) The Annual General Meeting of the Club must be convened at least once in each calendar year and within the period of 6 months or less after the expiration of each financial year of the Club.
- (2) No business other than specified in the Agenda as included in the Notice of the Convening of the Annual General Meeting is to be transacted at the said meeting.

**Rule 29. Annual General Meeting (continued)**

- (3) Notice of the Annual General Meeting, together with the Agenda, may be given by hand, included in the Club's Newsletter or issued to the members or by prepaid post, no sooner than 28 days before and not later than 21 days before the date of the said AGM.
- (4) Notice of motions by members to be included in the AGM Agenda, must be signed by the member and a seconder to the motion, and received by the Secretary not later than the 28th day before the AGM date.
- (5) In addition to any other business, which may be transacted at an Annual General Meeting, the Annual General Meeting shall
  - (a) confirm the minutes of the preceding Annual General Meeting and of any Special General Meeting held since that meeting
  - (b) receive from the Committee, reports upon the activities of the Club during the preceding financial year
  - (c) receive and adopt the balance sheets and financial statements of the Club and accompanying reports thereon
  - (d) elect office-bearers and members of the management Committee
  - (e) appoint an Auditor
  - (f) appoint a Public Officer
  - (g) transact any other business included on the written Agenda attached to the Notice of Meeting.
- (6) An Annual General Meeting shall be specified as such in the notice convening it.

### **Rule 30. General Meetings**

- (1) A General Meeting of the Club shall be held at such regular time and usual place as the members decide, at least once in each of any of nine or more calendar months, of any financial year. Should it be necessary to alter, adjourn or cancel the scheduling for a regular General Meeting, the Secretary shall give notice of such to the members at the prior General Meeting, publish a notice to this effect in the Club's Newsletter, and where neither means is possible, then by other means, at least one week before the scheduled meeting. The accidental omission of notice to a member, or a member failing to receive a given notice, shall not invalidate a General Meeting.
- (2) In addition to any other business, which may be transacted at a General Meeting, the business at a General Meeting shall be to
  - (a) note apologies for non-attendance
  - (b) confirm the minutes of the preceding General Meeting
  - (c) transact business arising out of such minutes
  - (d) receive reports of Committees, the Secretary, and the Treasurer and any other reports as may be required to be given
  - (e) consider and deal with subjects and business to be discussed
  - (f) hear, through the Chair, answers to questions from members and, where appropriate, deal with the subject matter thereof
  - (g) deal with such other business as the Chair may allow.
  - (h) allow time, following the conclusion of formal business, for a guest speaker and/or social interaction.

### **Rule 31. Special General Meetings - calling of**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the Club.
- (3) A requisition of not less than 3 members is required for convening a Special General Meeting and
  - (a) must state the purpose or purposes of the SGM and
  - (b) must be signed by the members making the requisitions 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 SGM 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 SGM 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 clause (4) must be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee, and any member who consequently incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

### **Rule 32. Notice**

- (1) The Secretary must, at least 21 days before the date fixed for the holding of the Special General Meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the SGM and the nature of the business proposed to be transacted or foreshadowed motion to be put at the meeting.
- (2) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.
- (3) 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.

### **Rule 33. Procedure**

- (1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) 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 time and (unless another place is specified at the time of the adjourned meeting 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.
- (3) 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 not less than 3) are to constitute a quorum.

**Rule 34. 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 numbers to preside as chairperson at the meeting.

**Rule 35. Adjournment**

- (1) The chairperson of any meeting at which a quorum is present may, with the consent of the majority of members present at the meeting,
  - (a) adjourn the meeting from time to time and place to place, but
  - (b) 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 Special General or Annual General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of any meeting or of the business to be transacted at an adjourned meeting is not required to be given.

**Rule 36. Making of Decisions**

- (1) A question arising at a General Meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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, 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 votes recorded in favour of or against that resolution.
- (2) At a General Meeting of the Club, a poll may be demanded by the chairperson or by not less than 3 members present in person.
- (3) If a poll is demanded at a General Meeting, the poll must be taken
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
  - (c) where a member or members have demanded a poll and require a secret ballot, and such secret ballot must be held.

**Rule 37. Special Resolution**

A resolution of the Club is a Special Resolution

- (1) If it is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person at a meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these rules or
- (2) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in clause (1) above, if the resolution is passed in a manner specified by the Commissioner.

### **Rule 38. Voting**

- (1) On any question arising at any meeting of the Club, a member has one vote only.
- (2) All votes must be given personally unless the Secretary of the Club receives a valid Proxy Form prior to the AGM or General Meeting. A Proxy must be a member of the Club.
- (3) 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.
- (4) A member is not entitled to vote at any meeting of the Club unless the member is a financial Club member at the time of the meeting, pursuant to Rule 4 Clause (16)

## **PART 5 - MISCELLANEOUS**

### **Rule 39. Insurance**

- (1) The Club must effect and maintain insurance under section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Club may effect and maintain other insurance.

### **Rule 40. Funds Source**

The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations, and such other sources as the Committee determines.

- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) When requested by a member, the Club must issue an appropriate receipt for monies received, as soon as practicable after receiving that request.

### **Rule 41. Funds Management**

- (1) Subject to any resolution passed by the Club in General Meeting, the assets and income of the Club shall be applied solely in the furtherance of its objects in such manners as the Committee determines, except that no portion shall be distributed directly or indirectly to the members of the Club, except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.

- (3) If on the winding up or deregistration of the Association there remains, after satisfaction of all its liabilities, any surplus assets, those surplus assets shall not be paid to or distributed amongst the members of the Association, but shall be transferred to an organisation with similar objectives, which is not carried on for the purposes of profit or gain to its members and which is endorsed as a deductible gift recipient for the purposes of the Income Assessment Act 1997.

#### **Rule 42. Alteration of Objects and Rules**

The statement of objects and these rules may be altered, rescinded, or added to only by a Special Resolution of the Club.

#### **Rule 43. Common Seal**

- (1) The common seal of the Club must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

#### **Rule 44. Custody of Books, etc.**

Except as otherwise provided by these rules, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

#### **Rule 45. Inspection of Club Rules and Books, etc.**

- (1) The records, books, and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.
- (2) All members of the Club are to be made aware of the Constitution and By-Laws.
- (3) Any member requesting a printed copy of the Constitution and/or the By-Laws as last amended is to be issued with such within 14 days at a reasonable cost as may be determined by the Committee from time to time.
- (4) Copies of Club notices, records, books, documents, and Constitution and By-Laws may only be issued in printed form. Such information recorded and readable by use of electronic device is prohibited and invalid information.

#### **Rule 46. Service of Notices**

- (1) For the purpose of these rules, 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 at the member's address as shown in the register of members, or
  - (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person.
- (2) For the purpose of these rules, 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, email, 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.

#### **Rule 47. Financial Year**

- (1) The Financial Year of the Club shall be for a 12 month period, commencing on the first day of a given month in each year, thereby becoming the first day of the first month, and terminating on the last day of the twelfth month, being the end of the Financial Year, saving as may be to the contrary in this Rule, clause (2)
- (2) Should it be proposed to amend the starting and finishing dates of the Financial Year, then the first only of the new Financial Years may be for a period of other than 12 months provided it be not less than a 6 months short year and not more than an 18 months long year.
- (3) For the purpose of this clause only, a "short year" shall mean a financial accounting period of 6 months to 12 months and a "long year" shall mean a financial accounting period of 13 to 18 months.

#### **Rule 48. Audit and Auditor**

- (1) The Auditor appointed at an Annual General Meeting shall hold that office until the next Annual General Meeting. A casual vacancy for the position of Auditor shall be filled by the Committee.
- (2) Notice of the nomination of any person other than a retiring Auditor for appointment as Auditor shall be given to members not less than fourteen days before the Annual General Meeting at which the appointment of the Auditor is to be made.
- (3) A person shall not be appointed to act as Auditor of the Club if he is an office-bearer or a Committee member.

#### **Rule 49. Club Newsletter**

The members in a General Meeting by a resolution passed by a simple majority of those voting in person thereat may authorise the publication of a Club Newsletter under such name and subject to such terms and conditions and containing such subject matter as members may determine from time to time.

#### **50. By-Laws and Rules**

For the purpose of day to day good management of the Club's assets and resources, the Club may create a schedule of By-Laws provided that

- (1) No By-Law is inconsistent with any Rule of this Constitution.
- (2) Saving the text contained in Rule 50 herein, no part of the By-Laws forms part of this Constitution.
- (3) Members are made aware of the By-Laws.

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