



# **SYDNEY CHRISTIAN BUSHWALKERS**

## **Constitution**

REVISED MARCH 2020

# Sydney Christian Bushwalkers Inc

## Constitution

### Part 1 Preliminary

#### 1 Definitions

- (1) In this constitution:

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

**member of the association** (or an implicit reference to the same) means a person whose name is entered in the register of members as a current member.

**natural person** means an individual human being and excludes any non-human entity which the law regards as a person.

**non-member** means a person whose name is not entered in the register of members as a current member.

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

**policy of the association** means a policy established by resolution of the committee or by resolution of the association in general meeting.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if the person holding that office declines or neglects to exercise any function of the office —the public officer of the association in respect of that function, or
- (c) if no such person holds that office—the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009* and the *Associations Incorporation Amendment (Review) Act 2016*.

**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.

## **2 Name**

The name of the association shall be Sydney Christian Bushwalkers Inc.

## **3 Objects**

The objects of the association shall be:

- (1) To provide opportunities for people of all ages to participate in bushwalking and other outdoor activities such as camping, liloing, canoeing, canyoning, caving, cycling and also social activities.
- (2) To promote fellowship amongst Christian bushwalkers.
- (3) To promote friendship with all bushwalkers.
- (4) To make occasional donations to organisations engaged in Christian ministry, environmental conservation or community support.

## **4 Christian Fellowship**

Fellowship amongst Christian bushwalkers shall be promoted by:

- (a) Contemplating the beauty of God's creation
- (b) Contemplating the love and salvation of God shown through the death and resurrection of the Lord Jesus Christ
- (c) Reading Bible verses, or other devotional material, and encouraging the listeners to respond
- (d) Encouraging an attitude of mutual understanding and service

## **Part 2 Membership**

### **5 Membership generally**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has been approved for a particular type of membership of the association in accordance with clause 7.
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was in respect of the unincorporated body that is registered as the association—a member of that unincorporated body immediately before the registration of the association.
- (3) The types of membership shall be:
  - (a) associate membership, which shall apply to a person aged under 18 years who:
    - (i) is nominated by a full member or a life member, and
    - (ii) has a membership risk waiver form signed on their behalf by a parent or guardian.
  - (b) full membership, which shall apply to a person aged 18 years or more who:
    - (i) agrees with the objects of the association, and
    - (ii) agrees to abide by the constitution and policies of the association, and
    - (iii) signs a membership risk waiver form
  - (d) life membership, which may be conferred upon a full member in recognition of outstanding service to the association provided the total number of life members is no more than four.

### **6 Visitors and temporary membership**

- (1) A visitor may participate in a maximum of three activities of the association provided that the visitor:
  - (a) is not excluded by any policy of the association, and
  - (b) has not been rejected for associate or full membership of the association, and
  - (c) has not been expelled from the association.
- (2) Temporary membership shall apply to a visitor whilst they are participating in an association activity.

### **7 Membership procedures**

- (1) An application by a person for full membership of the association or a nomination for associate membership of the association:
  - (a) must be made in writing in a format approved by the committee, and which may include email or other electronic means, and
  - (b) must be lodged with the secretary or a nominated committee member of the association.
  - (c) must be accompanied by payment of the relevant membership fee
- (2) As soon as practicable after receiving an application or a nomination for membership, the secretary or a nominated committee member must refer the application or nomination to the committee which is to determine whether to approve or to reject the application or nomination
- (3) The committee has the right to reject a membership application if the behavior of the person is disruptive, contravenes association policy, or is detrimental to reputation or operation of the association. In the case of rejection the committee will determine whether the reasons for rejection should remain private..
- (4) As soon as practicable after the committee makes that determination, the secretary or a nominated committee member must:
  - (a) notify the applicant or the nominee's parent or guardian that the committee approved or rejected the application or nomination (whichever is applicable),
  - (b) if the committee rejected the application or nomination, the membership fee must be returned to the applicant within 30 days of the committee's decision.
- (5) The secretary or a nominated committee member must on acceptance of the membership application and receipt of the membership fee, enter or cause to be entered the applicant's or nominee's name in the register of members and, on the name being so entered, the applicant or nominee becomes a full or associate member of the association respectively.
- (6) A nomination of a full member for life membership of the association shall affirm that the full member has rendered outstanding service to the association and shall be made by either:
  - (a) resolution of the committee, where at least five committee members (excluding any committee member who may be the subject of the resolution) vote in favour of the resolution, or
  - (b) written endorsement by at least 10 percent of the total number of members entitled under this constitution to vote at a general meeting.
- (7) As soon as practicable after a nomination for life membership is made, a general meeting of the association shall determine by special resolution whether to approve the nomination.

(8) As soon as practicable after the general meeting makes that determination:

- (a) the secretary must notify the nominee that the general meeting approved or rejected the nomination (which ever is applicable), and
- (b) if the general meeting approved the nomination, the secretary must update or cause to be updated the nominee's entry in the register of members to indicate a membership type of life and, on being so updated, the nominee becomes a life member of the association.

## **8 Cessation of membership**

(1) A person ceases to be an associate member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 11(2), or
- (e) has permission withdrawn by a parent or guardian in respect of all activities of the association, or
- (f) attains the age of 18 years.

(2) A person ceases to be a full member of the association, if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 11(2).

(3) A person ceases to be a life member of the association, if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association.

## **9 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.

## **10 Register of members**

- (1) The secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the following items:

- (a) membership type
- (b) phone numbers, if provided
- (c) email addresses, if provided
- (d) date that membership was approved
- (e) dates relating to changes in membership status or type
- (f) any details specified by policy of the association

(2) The register may be kept in written or electronic form. If kept in electronic form, a current hard copy is to be made available for any member to inspect subject to subclause (5),

(3) If a member of the association ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

(4) The secretary must ensure that the public officer has a current copy of, or electronic access to, the register of members.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be made available to members that information may only be made available to the public officer or an office-bearer.

(6) The secretary may provide an office-bearer with a copy of, or electronic access to, the register of members.

(7) Subject to subclause (5), the public officer or an office-bearer may provide a member of the association with information contained on the register but a member must not use information about a person so obtained 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) the purposes of contacting the person by phone or email to provide details about:
  - i. an association activity, or
  - ii. a non-association activity which the committee considers likely to be of interest to the person or to a majority of members, or
- (c) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **11 Fees**

(1) The due date for payment of the annual membership fee by a member of the association shall be either:

- (a) the first day of the same month in which the member was approved as a member of the association, or
  - (b) the date specified by policy of the association.
- (2) A member must pay their membership fee within the:
  - (a) 60 day period following the due date, or
  - (b) such longer period that the committee may determine to apply in respect of the member.
- (3) Subclauses (1) and (2) shall not apply to a life member of the association.
- (4) Service fees may be established by policy of the association in respect of:
  - (a) any service provided to a member in addition to those normally provided to members of the association, or
  - (b) any service provided to a non-member.



## **12 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 11.

## **13 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, is to be discussed at a meeting of the parties involved and, if possible, resolved within 14 days of the dispute coming to the attention of all parties.
- (2) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must hold a meeting in the presence of a mediator who is:
  - a) a person chosen by agreement between the parties, or
  - b) in the absence of agreement:
    - i in the case of a dispute between a member and another member, a person appointed by the committee, or
    - ii in the case of a dispute between a member and the association, a person appointed by a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (3) If a dispute is not resolved by mediation within 3 months of the appointment of a mediator, the dispute may be otherwise resolved at law.
- (4) An associate member who is a party to mediation must be represented by a parent or guardian or an adult who has been duly authorised by a parent or guardian.

## **14 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:
    - (i) this constitution, or
    - (ii) a policy of the association, or
  - (b) has wilfully 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 (or served on a parent or guardian if the member is an associate member), and
  - (b) must give the member (or a parent or guardian of an associate 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 (or made by a parent or guardian of an associate member) in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member under such terms and conditions deemed appropriate 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 (or given to a parent or guardian of an associate member) of the action taken, of the reasons given by the committee for having taken that action and, unless the member is an associate member, of the member's right of appeal under clause 15.
  - (6) The expulsion or suspension of an associate member takes effect immediately but in respect of other members 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 15, whichever is the later.
  - (7) Provided no appeal is made under clause 15, the committee may, after an appropriate period of time, pass a resolution to alter the terms and conditions of a member's suspension or rescind the suspension.

## **15 Right of appeal of disciplined member**

- (1) A member, other than an associate member, may appeal to the association in general meeting against a resolution of the committee under clause 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 subclause (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 subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 The committee**

### **16 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.

### **17 Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) 2 ordinary committee members,each of whom is to be elected at the annual general meeting of the association under clause 18.
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary,
  - (e) the newsletter 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.
- (6) There is no maximum number of consecutive terms for which a committee member may hold office

## **18 Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
  - (a) must be made by 2 members of the association entitled under this constitution to vote the candidate and
  - (b) must be made with the written consent of the candidate if they are unable to attend 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.
- (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) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association who is aged 18 years or more.

## **19 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) the names of members of the committee present at a committee meeting or a general meeting, and
  - (b) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) Minutes can be kept in written or electronic form and the chairperson may sign the minutes of meeting proceedings electronically.

## 20 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, and
- (c) that budget estimates are made for consideration by members at the annual general meeting, and
- (d) that committee meetings are advised of overdue membership fees.

## 21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association aged 18 years or more 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) resigns office by notice in writing given to the secretary, or
  - (d) is removed from office under clause 22, or
  - (e) becomes a mentally incapacitated person, or
  - (f) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (g) 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
  - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **22 Removal of committee members**

- (1) The association in general meeting may by special resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by 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 special resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the 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 special resolution is considered.

## **23 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 and any of these meetings may be conducted by email if unanimously agreed on by the members of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the president, vice-president or 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 subclause (3) must specify the general nature of the business to be transacted at the meeting.
- (5) Committee meetings can be held at 2 or more venues using any technology the committee approves, provided
  - (a) The technology must give each committee member a reasonable opportunity to participate and
  - (b) Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
- (6) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee but, in the case of an email meeting, a member of the committee shall be deemed to be present if an email has been received from that member which includes their votes for the business of the meeting.
- (7) 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 favoured by the majority of committee members.

- (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.

## **24 Delegation by committee to sub-committee**

- (1) The committee may, by resolution, 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 resolution, 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 resolution.
- (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 resolution, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **25 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 23 (6), 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**

### **26 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.

### **27 Annual general meetings—calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 26, 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.

## **28 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 by mail or electronic means of at least 10 per cent of the total number of members entitled under this constitution to vote at a general meeting, 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 subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **29 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 subclause (1), the intention to propose the resolution as a special resolution.

### **30 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten percent of the total number of members or five members (whichever is greater) being present and 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 a time and place determined by the committee.
- (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 entitled under this constitution to vote at a general meeting) are to constitute a quorum.

### **31 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.

### **32 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 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.

### **33 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.

### **34 Special resolutions**

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

### **35 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.

### **36 Proxy votes not permitted**

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

### **37 Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).

- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 Miscellaneous**

### **38 Insurance**

The association must effect and maintain insurance required by the Act or the Regulation together with any other insurance deemed necessary by the association.

### **39 Funds—source**

- (1) The funds of the association are to be derived from annual membership fees, service fees, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) 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.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40 Funds—management**

- (1) Subject to subclause (2) and 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.
- (3) No portion of the funds of the association shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 signatories of the association authorised to do so by the committee.
- (4) All electronic transfers must be authorised by the committee.

### **41 Change of name, objects and constitution**

A change in the association's name, objects or constitution must be authorised by a special resolution and registration of the change in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **42 Custody of books etc**

Except for the records, books and documents kept by the secretary and treasurer to carry out the functions of those offices, the association's records must be kept in the public officer's custody at the association's official address in NSW.

#### **43 Inspection of books etc**

- (1) Club documents, books, financial records and reports of the Club may be kept in written or electronic form. If kept in electronic form, a current hard copy is to be made available for any member to inspect.
- (1) The Committee may refuse to allow a member to inspect or obtain copies of documents, books, financial records and reports of the Club where to do so may be prejudicial to the interests of the Club, or infringe the Privacy Act 1988
- (3) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records (excluding the register of members), books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.

#### **44 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 email 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 email, 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.

## **45 Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) 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.

## **46 Right to acquire property**

The association may purchase, acquire, receive or hold real property and personal property and may sell, transfer, deal with or otherwise dispose of such property in accordance with the objects of the association.

## **47 Care and control of property**

Responsibility for the care and control of any property of the association may be allocated to or removed from a member of the association by the committee.

## **48 Winding up**

The winding up of the association must be done in accordance with part 6 of the Act and the funds that remain after the satisfaction of all debts and liabilities shall be transferred to an appropriate organisation under the terms of clause 3 (4) which is not carried on for the profit or gain of its individual members.

## **Part 6 – Leadership**

### **49 Activity leaders**

- (1) A member may only lead a particular activity or type of activity on behalf of the association if they have been approved by the committee as competent to lead that particular activity or type of activity.
- (2) The committee may alter or rescind any approval given under subclause (1).