

05 May 2020

## **Constitution**

**Miranda Magpies Football Club Incorporated INC9874504**

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## Part 1: Preliminary

### 1 Definitions

1.1 In this constitution:

- (1) **annual general meeting** means an annual general meeting of the association, held in accordance with clause 26.
- (2) **association** means Miranda Magpies Football Club Incorporated INC9874504.
- (3) **committee** means the committee of the association comprising all current ordinary committee members and the executive.
- (4) **committee meeting** means a meeting of the committee, held monthly or as otherwise determined by the committee.
- (5) **eligibility criteria** means that a person has either:
  - (a) played football for the association for at least 25 years, or
  - (b) provided exceptional service to the association, being either:
    - (i) 10 years' service as an ordinary committee member or a member of the executive, or
    - (ii) any contribution of an exceptional nature in any role within the association.
- (6) **executive** means the members of the executive of the association comprising the persons appointed to the roles set out in clause 14.3.
- (7) **executive meeting** means a meeting of the executive, held twice per annum or as otherwise determined by the executive.
- (8) **general meeting** means a meeting of members of the association.
- (9) **ordinary committee member** means a member of the committee of the association who is not a member of the executive.
- (10) **president** means the person holding office under this constitution as president of the association.
- (11) **secretary** means the person holding office under this constitution as secretary of the association.
- (12) **special general meeting** means a general meeting of the association other than an annual general meeting.
- (13) **the Act** means the *Associations Incorporation Act 2009*.
- (14) **the Regulation** means the *Associations Incorporation Regulation 2016*.
- (15) **treasurer** means the person holding office under this constitution as treasurer of the association.

- 1.2 In this constitution:
- (1) a reference to a function includes a reference to a power, authority and duty, and
  - (2) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2: Membership**

### **2 Membership generally**

- 2.1 A person is eligible to be a member of the association if:
- (1) the person is a natural person, and
  - (2) the person:
    - (a) satisfies one of the eligibility criteria, and
    - (b) signs an application for membership; and
    - (c) such application for membership is approved by the committee, in accordance with clause 3.
- 2.2 A person is taken to be a member of the association if the person was a member immediately prior to the adoption of this constitution by the association.
- 2.3 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **3 Membership of the association**

- 3.1 An application by a person for membership of the association must:
- (1) be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (2) demonstrate how the person satisfies one of the eligibility criteria, and
  - (3) be seconded by 2 committee members, and
  - (4) be lodged (including by electronic means, if the committee so determines) with the secretary of the association at least 7 days prior to the next annual general meeting.
- 3.2 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 at or prior to the next annual general meeting.

3.3 As soon as practicable after the committee makes that determination, the secretary must:

- (1) notify the applicant in writing (including by email or other electronic means, if the committee so determines), or at the next annual general meeting, that the committee approved or rejected the application (whichever is applicable), and
- (2) 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 (if any). Unless otherwise determined by the committee, such amount shall be \$1 in accordance with clause 8.1.

3.4 The secretary must, on payment by the applicant of the amount (if any) referred to in clause 3.3(2) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

#### **4 Cessation of membership**

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

- (1) dies, or
- (2) resigns membership, or
- (3) is expelled from the association, or
- (4) fails to pay the annual membership fee (if any) under clause 8.2 within 3 months after the fee is due.

#### **5 Membership entitlements not transferable**

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

- (1) is not capable of being transferred or transmitted to another person, and
- (2) terminates on cessation of the person's membership.

#### **6 Resignation of membership**

6.1 A member of the association may resign from membership of the association by giving to the secretary written notice of such resignation.

6.2 If a member of the association ceases to be a member under clause 6.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7 Register of members**

7.1 The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.

- 7.2 The register of members must be kept in New South Wales:
- (1) at the main premises of the association, or
  - (2) if the association has no premises, at the association's official address.
- 7.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 7.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (1) 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
  - (2) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7.6 If the register of members is kept in electronic form:
- (1) it must be convertible into hard copy, and
  - (2) the requirements in clauses 7.2 and 7.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8 Fees and subscriptions**

- 8.1 A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount (if any) is determined by the committee, that other amount.
- 8.2 In addition to any amount payable by the member under clause 8.1, a member of the association must pay to the association an annual membership fee of such amount (if any) as may be determined by the committee from time to time.

## **9 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 8.

## **10 Resolution of disputes**

- 10.1 A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 10.2 If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 10.3 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11 Disciplining of members**

- 11.1 A complaint may be made to the committee by any person that a member of the association:
- (1) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (2) has wilfully acted in a manner prejudicial to the interests of the association.
- 11.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the committee decides to deal with the complaint, the committee:
- (1) must cause notice of the complaint to be served on the member concerned, and
  - (2) 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
  - (3) must take into consideration any submissions made by the member in connection with the complaint.
- 11.4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 11.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- 11.6 The expulsion or suspension does not take effect:
- (1) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (2) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,
- whichever is the later.

## **12 Right of appeal of disciplined member**

- 12.1 A member may appeal to the association in an executive meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.2 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.
- 12.3 On receipt of a notice from a member under clause 12.1, the secretary must notify the committee, which is to convene an executive meeting to be held within 28 days after the date on which the secretary received the notice.

12.4 At an executive meeting convened under clause 12.3:

- (1) no business other than the question of the appeal is to be transacted, and
- (2) the member must be given the opportunity to state his or her case orally or in writing, or both, and
- (3) the executive is to vote by secret ballot, or such other method determined by the executive, on the question of whether the resolution should be confirmed or revoked.

12.5 The appeal is to be determined by a simple majority of votes cast by the executive.

### **Part 3: The committee and the executive**

#### **13 Powers of the committee and the executive**

13.1 Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (1) is to control and manage the affairs of the association, and
- (2) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by:
  - (a) a general meeting of members of the association, or
  - (b) the executive, and
- (3) has power to perform all 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.

13.2 Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the executive has the power to do all such things as may be:

- (1) required as a matter of urgency following a resolution of a committee meeting empowering the executive to act in respect of such matter,
- (2) necessary in respect of critical time-sensitive decisions where there will be a material detrimental impact for the association if the matter was not dealt with by the executive prior to the next committee meeting, or
- (3) otherwise set out in this constitution as the responsibility of the executive.

#### **14 Composition and membership of the committee and the executive**

14.1 The committee is to consist of:

- (1) the members of the executive, and
- (2) at least 3 ordinary committee members,

each of whom is to be elected at the annual general meeting of the association under clause 15.

**Note.** Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

- 14.2 The total number of committee members is to be such number as may be determined by the committee from time to time.
- 14.3 The members of the executive of the association are as follows:
- (1) the president, and
  - (2) the senior vice-president, and
  - (3) the junior vice-president, and
  - (4) the treasurer, and
  - (5) the secretary.
- 14.4 A member of the committee or the executive may only hold 1 office at any time, unless there are insufficient nominations to fill all positions on the executive (in which case, clause 15 applies).
- 14.5 Subject to clause 14.7, there is no maximum number of consecutive terms for which a member of the executive may hold office.
- Note.** Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any members of the executive on the committee.*
- 14.6 Each member of the committee and the executive is, subject to this constitution, to hold office until immediately before the election of members of the committee and the executive at the annual general meeting next following the date of the member's election, and is eligible for re-election.
- 14.7 It is the preference of the association that, where possible, members of the executive:
- (1) not be related by birth or marriage, up to first cousins, and
  - (2) not hold the same office on the executive for greater than 5 consecutive years unless there are no other nominations for the office held by the relevant member of the executive during that period of time.

**15 Election of members of the committee and the executive**

- 15.1 Nominations of candidates for election as members of the executive of the association or as ordinary committee members must be:
- (1) made in writing, signed by 2 committee members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (2) delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2 If insufficient nominations are received to fill all vacancies on the committee or the executive, the candidates nominated are taken to be elected to the committee or the executive (as the case may be) and further nominations are to be received at the annual general meeting.
- 15.3 If insufficient further nominations are received, any vacant positions remaining on the committee and the executive are taken to be casual vacancies.

- 15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6 The ballot for the election of members of the executive and ordinary committee members is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.

## **16 Secretary**

- 16.1 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.
- 16.2 Unless another committee member is elected to the role, the secretary must also be the public officer.
- 16.3 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
  - (1) all appointments of members of the executive and members of the committee, and
  - (2) the names of members of the committee present at a committee meeting, an executive meeting or a general meeting (as the case may be), and
  - (3) all proceedings at committee meetings, executive meetings and general meetings (as the case may be).
- 16.4 Minutes of proceedings at a committee meeting or executive meeting must be ratified at the immediately following committee meeting or executive meeting (as the case may be) by 2 members of the committee or the executive (as the case may be).

## **17 Treasurer**

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

- (1) all money due to the association is collected and received and that all payments authorised by the association are made, and
- (2) 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.

## **18 Casual vacancies**

- 18.1 In the event of a casual vacancy occurring in the membership of the committee or the executive, the committee may appoint any person to fill the vacancy and the person so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 18.2 A casual vacancy in the office of a member of the committee or the executive occurs if the member:
  - (1) dies, or
  - (2) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

- (3) resigns office by notice in writing given to the secretary, or
- (4) is removed from office under clause 19, or
- (5) becomes a mentally incapacitated person, or
- (6) is absent without reasonable cause from 3 consecutive meetings of the committee or the executive (as the case may be), or
- (7) 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
- (8) 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.

## **19 Removal of committee members or executive members**

19.1 The association may by resolution in an executive meeting remove any member of the committee or the executive from the office of member of the committee or the executive (as the case may be) before the expiration of the member's term of office in circumstances where such person:

- (1) has been convicted of fraud or any other criminal activity;
- (2) brings the association into disrepute;
- (3) in the case of the treasurer of the association, becomes bankrupt; or
- (4) does not hold a 'working with children check',

at any time while holding office as a member of the committee or executive. In such circumstances, the association may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

19.2 If a member of the committee or the executive to whom a proposed resolution referred to in clause 19.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the committee or the executive, the secretary or the president must provide a copy of the representations to the committee or the executive (as the case may be).

19.3 A member of the committee or the executive to whom a proposed resolution referred to in clause 19.1 relates has a right to make representations in person to the committee or executive as to why he or she should not be removed from office.

## **20 Committee meetings and quorum**

20.1 The committee must meet monthly (or at such other frequency as may be determined by the committee) at the place and time that the committee may determine.

20.2 Additional meetings of the committee may be convened by the president or by any member of the committee.

20.3 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 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.

- 20.4 Notice of a meeting given under clause 20.3 must specify the general nature of the business to be transacted at the meeting.
- 20.5 Any 3 members of the committee (one of which must be a member of the executive) constitute a quorum for the transaction of the business of a meeting of the committee.
- 20.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 20.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 20.8 At a meeting of the committee:
- (1) the president or, in the president's absence, a vice-president or the secretary is to preside, or
  - (2) if the president and the vice-presidents and secretary are all absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

## **21 Executive meetings and quorum**

- 21.1 The executive must meet at least twice per annum (or at such other frequency as may be determined by the executive) at the place and time that the executive may determine.
- 21.2 Additional meetings of the executive may be convened by any member of the executive.
- 21.3 Oral or written notice of a meeting of the executive must be given by the secretary to each member of the executive at least 48 hours (or any other period that may be unanimously agreed on by the members of the executive) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under clause 21.3 must specify the general nature of the business to be transacted at the meeting, with the meeting to be held in accordance with the powers of the executive in clause 13.2.
- 21.5 Any 3 members of the executive (one of which must be the president) constitute a quorum for the transaction of the business of a meeting of the executive.
- 21.6 No business is to be transacted by the executive 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.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 21.8 At a meeting of the executive, the president or, in the president's absence, a vice-president or the secretary, is to preside.
- 21.9 Following any meeting of the executive, at the next committee meeting the executive must provide:
- (1) a report to the committee of the matters agreed upon at the executive meeting in accordance with the powers of the executive in clause 13.2; and

- (2) such other information as may be requested by any member of the committee.

## **22 Appointment of association members as committee members to constitute quorum**

- 22.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- 22.2 A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- 22.3 This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **23 Use of technology at committee meetings and executive meetings**

- 23.1 A committee meeting or executive meeting may be held at 2 or more venues using any technology approved by the committee or the executive (as the case may be) that gives each of the members of the committee or the executive (as the case may be) a reasonable opportunity to participate.
- 23.2 A member of the committee or the executive (as the case may be) who participates in a committee meeting or executive 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.

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

- 24.1 The committee may, by resolution 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 resolution, other than:
  - (1) this power of delegation, and
  - (2) a function which is a duty imposed on the committee by the Act or by any other law.
- 24.2 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.
- 24.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, which may be specified in the resolution in writing.
- 24.4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 24.5 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.
- 24.6 The committee may, by resolution in writing, revoke wholly or in part any delegation under this clause.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

## **25 Voting and decisions**

- 25.1 Questions arising at a meeting of the committee, the executive or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee, the executive or sub-committee (as the case may be) present at the meeting, unless this constitution expressly provides otherwise.
- 25.2 Each member of the committee, the executive or of any sub-committee appointed by the committee (including the person presiding at the meeting) which is present at a meeting of the committee, the executive or of any sub-committee (as the case may be) 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.
- 25.3 Subject to clause 20.5, the committee or the executive may act despite any vacancy on the committee or the executive (as the case may be).
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee, the executive 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, the executive or sub-committee (as the case may be).

## **Part 4: General meetings**

### **26 Annual general meetings—holding of**

- 26.1 The association must hold its annual general meetings:
- (1) within 6 months after the close of the association's financial year, or
  - (2) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

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

- 27.1 The annual general meeting of the association is, subject to the Act and to clause 26, to be convened on the date and at the place and time that the committee thinks fit.
- 27.2 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:
- (1) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (2) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (3) to elect members of the executive of the association and ordinary committee members,
  - (4) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 27.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

## **28 Special general meetings—calling of**

- 28.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.
- 28.2 The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the association.
- 28.3 A requisition of members for a special general meeting:
- (1) must be in writing, and
  - (2) must state the purpose or purposes of the meeting, and
  - (3) must be signed by the members making the requisition, and
  - (4) must be lodged with the secretary, and
  - (5) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 28.4 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.
- 28.5 A special general meeting convened by a member or members as referred to in clause 28.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- 28.6 For the purposes of clause 28.3:
- (1) a requisition may be in electronic form, and
  - (2) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## **29 Notice**

- 29.1 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.
- 29.2 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 clause 29.1, 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.*
- 29.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 27.2.

29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

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

30.1 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.

30.2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (1) if convened on the requisition of members—is to be dissolved, and
- (2) 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.

30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **31 Presiding member**

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

31.2 If the president and the vice-presidents and secretary are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **32 Adjournment**

32.1 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.

32.2 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.

32.3 Except as provided in clauses 32.1 and 32.2, 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**

33.1 A question arising at a general meeting of the association is to be determined by:

- (1) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the committee may determine, or

- (2) 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.
- 33.2 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.
- 33.3 Clause 33.2 applies to a method determined by the committee under clause 33.1(1) in the same way as it applies to a show of hands.
- 33.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34 Special resolutions**

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

### **35 Voting**

- 35.1 On any question arising at a general meeting of the association a member has one vote only.
- 35.2 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.
- 35.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable (if any) by the member to the association has been paid.
- 35.4 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.

***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.*

### **37 Postal or electronic ballots**

- 37.1 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).
- 37.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### **38 Use of technology at general meetings**

- 38.1 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.
- 38.2 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.

## **Part 5: Miscellaneous**

### **39 Insurance**

The association may effect and maintain insurance.

### **40 Funds—source**

40.1 The funds of the association are to be derived from registration fees for players, donations, general trading (via the association's canteen and other sources), sponsorships, grants, fundraising activities and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.

40.2 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.

### **41 Funds—management**

41.1 The funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

41.2 All payments to be made by the association are subject to the following requirements and approvals:

- (1) unless otherwise resolved by the executive, all payments must be supported by a valid tax invoice,
- (2) if the reimbursement of a payment on a credit card is sought, this must be supported by a written explanation of the payment and a valid tax invoice,
- (3) the treasurer is to submit a weekly batch of payments (including supporting invoices) to the executive for approval,
- (4) for invoices less than \$2,000 (excl GST), one member of the executive (not being the person who is either the payee or is to be reimbursed for a credit card payment) must approve a payment before the payment is to be made by the treasurer, and
- (5) for invoices greater than or equal to \$2,000 (excl GST), 2 members of the executive (not being a person who is either the payee or is to be reimbursed for a credit card payment) must approve a payment before the payment is to be made by the treasurer.

### **42 Association is non-profit**

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.

### **43 Distribution of property on winding up of association**

43.1 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.

- 43.2 In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

**Note.** *Section 65 of the Act provides for distribution of surplus property on the winding up of an association.*

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

Subject to the passing of a special resolution of the association, an application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

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

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines).

#### **46 Inspection of books etc**

- 46.1 The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

- 46.2 Despite clause 46.1, the committee may refuse to permit a member of the association to inspect any records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

#### **47 Service of notices**

- 47.1 For the purpose of this constitution, a notice must be in writing and may be served on or given to a person:

- (1) by delivering it to the person personally, or
- (2) by sending it by pre-paid post to the address of the person, or
- (3) by sending it by email to an address specified by the person for giving or serving the notice.

- 47.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (1) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (2) 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
- (3) in the case of a notice sent by 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.

**48 Financial year**

The financial year of the association is the period from 1 January to 31 December in any year, unless otherwise determined by the association.