



AMERICAN MUSCLE CAR CLUB OF AUSTRALIA CONSTITUTION

Under the Associations Incorporation Act 2009

About this constitution

The constitution of an incorporated association forms the structure within which the association operates.

NSW Fair Trading has prepared this constitution, which covers the matters required by law. An association may:

- adopt this constitution; or
- adopt a modified version of this constitution.

Registration with the ACNC

If your association is intending to seek registration as a charity with the Australian Charities and Not-for-profits Commission (ACNC) your constitution will need to set out the association's objects or purpose(s).

Information regarding the ACNC's governing document requirements is available on the ACNC website at <https://acnc.gov.au/tools/factsheets/governing-document>.

Changes to the constitution

Any changes made to the constitution will automatically apply to all associations that have adopted the constitution unless it is (without modification).

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Disclaimer

This publication must not be relied on as legal advice. For more information, please refer to the appropriate legislation or seek independent legal advice.

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Part 1 Preliminary

1 Definitions

- (1) In this constitution:

committee member means an office-bearer or ordinary committee member.

exercise a function includes perform a duty.

function includes power, authority, or duty.

office-bearer means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv).

ordinary committee member means a committee member who is not an office-bearer.

register of members means the register of members maintained under clause 4.

secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office -the public officer of the association.

special general meeting, of the association, means a general meeting of the club/association other than an annual general meeting.

subcommittee means a subcommittee established under clause 20.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of the Club

2 Membership generally

- (1) An individual is taken to be a member of the club if:

- (a) the person applied to be a member under clause 3(1) and the application has been approved, or
- (b) the person was 1 of the individuals on whose behalf an application for registration of the club was made under the Act, section 6(1)(a), or
- (c) the person was:
 - (i) for an unincorporated body registered as the club - a member of the body immediately before the registration, or
 - (ii) for a registrable corporation registered as the club - a member of the corporation immediately before the registration, or

- (iii) for a club that was amalgamated to form the relevant club/association - a member of the existing club/association immediately before the amalgamation.
- (2) A person who is not an individual is not eligible to be a member of the club.

3 Membership applications

- (1) An application by a person to be a member of the club must be:
 - (a) made in writing, via an application form or
 - (b) in electronic form as determined by the committee, and
 - (c) lodged with the secretary.
- (2) The committee may determine whether an application may be made or lodged by email or other electronic means.
- (3) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (4) The Executive Committee can approve or reject new and/or renewal applications for membership.
- (5) As soon as practicable after the committee has decided on the application, the secretary must:
 - (a) give the applicant written notice of the decision, email or other means as determined by the committee, and
 - (b) If the application is approved - inform the applicant of approval and collect membership fee if applicable.
- (6) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the membership fee in accordance with subclause (5)(b).
- (7) The applicant becomes a member once the applicant's name is entered into the register.

4 Register of members

- (1) The secretary must establish and maintain the register of members of the club.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (i) at the club's main premises, or
 - (ii) if the club has no premises - at the club's official address, and

- (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form -must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, as determined by the committee, for each page. A fee may be charged.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register and or other related club member registry (Registrars CVS/HVS scheme log) to contact, harass or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the club, or
 - (iii) other material relating to the club, or
 - (b) It is necessary to comply with a requirement of the Act or the Regulation.

5 Fees and subscriptions

- (1) The membership fee to be paid to the club by a person whose application to be a member of the club has been approved is:
 - (a) \$60 as at October of each year or
 - (b) another amount determined by the committee or part thereof.
- (2) A member must pay to the club an annual membership fee of \$60, or another amount determined by the committee at the time:
 - (a) if the member becomes a member on or after the first day of the membership financial year of the club in a calendar year:
 - (i) in accordance with clause 3(5)(b), and
 - (ii) before the first day of the membership financial year of the club in each subsequent calendar year, or
 - (b) otherwise - before the first day of the membership financial year of the club in each calendar year.

6 Members' liabilities

The liability of a member of the club contributing to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 5:

- (a) the debts and liabilities of the club,
- (b) the costs, charges, and expenses of the winding up of the club.

7 Disciplinary action against members

- (1) A person may make a complaint to the committee that a member of the club has:
 - (a) failed to comply with the provision of this constitution, or
 - (b) willfully acted in a way prejudicial to the interests of the club.
 - (c) willfully acted in a manner contrary to the Code of Conduct
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) consider any submissions made by the member.
- (4) The committee may, by vote or resolution, expel the member from the club / association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved,
 - (b) Witness statements have been verified and/or proven and
 - (c) Expulsion or suspension is warranted.
 - (d) The Executive committee may at its discretion amend the above Section (4) to allow further examination of the incident.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right to appeal under clause 8.
- (6) The expulsion or suspension does not take effect until the latter of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day the club confirms the resolution under clause 8.

8 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 7 by lodging a written (email) notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.

- (4) If notified that a notice has been received, the committee must call a general meeting of the club to be held within 28 days of the day the notice is received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) The committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) The members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

9 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
 - (a) a dispute between 2 or more members of the club, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the club.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
- (4) No Confidence Vote. A "Vote of No Confidence" in any committee or sub-committee member may be called by any member at any general meeting by giving prior notice in writing. Such notice shall be non-vexatious and contain a genuine or valid reason (e.g. non-compliance with the constitution, not performing their duties at an acceptable level) and such notice shall be included on the agenda for the meeting at which the vote will be taken. Voting will be in accordance with Rule 34.

10 Membership entitlements not transferable

A right, privilege, or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

11 Member resignation

- (1) A member of the club may resign from being a member by giving the secretary written (email) notice of at least 7 days, or another period determined by the committee, of the member's intention to resign.

- (2) The member ceases to be a member on the expiration of the notice period.

12 Cessation of membership

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the club, or
- (d) fails to pay the annual membership fee payable under clause 5(2) within 1 month of the due date.
- (e) The Executive committee may decide by its discretion to extend this period to a maximum of 3 months – this option does not apply to members who use the HVS/CVS registration system.
- (f) The Club President will then direct the Club Registrar to notify the relevant authority of the cessation of the HVS/CVS registered vehicle as a club vehicle.

Part 3 Committee

Division 1 Constitution

13 Functions of committee

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

- (a) is to control and manage the affairs of the club, and
- (b) may exercise all the functions that may be exercised by the club, other than a function that is required to be exercised by the club in general meetings, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the club.

14 Composition of committee

- (1) The committee must have a minimum of 7 members, as elected in accordance with clause 15, consisting of:
 - (a) the following office-bearers:
 - (i) the president,
 - (ii) the vice-president,
 - (iii) the secretary,
 - (iv) the treasurer, and
 - (b) at least 3 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices only, other than both the offices of president and vice-president.
 - (a) The president may not also hold the role of treasurer simultaneously.

15 Election of committee members

- (1) Any member of the club may nominate as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing, (email) and be
 - (b) submitted to the Returning Officer or Club Secretary by 31st August or an agreed date each year prior to the AGM.
 - (c) All voting on committee positions is to follow the AGM voting schedule email that is issued on or about August each calendar year.
- (3) If singular nominations are received to fill some or all vacancies:
 - (a) the candidates nominated are taken to be elected, and
 - (b) A call for further nominations can be made at the AGM meeting if agreed and directed by the Returning Officer.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting. That is the club Returning Officer at such time.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies 1 to 1, to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting by secret ballot.

16 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold any office.

17 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the club, or
 - (c) resigns from office by written notice given to the secretary, or

- (d) is removed from office by the club under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The club in general meeting may, by resolution:
- (a) remove a committee member from office at any time, and
 - (b) appoint another member of the club to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
- (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of the club at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the club to fill a casual vacancy other than a vacancy arising from the removal from the office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

18 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the club specifying the secretary's address.
- (2) The secretary must keep minutes of:
 - (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
 - (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:

- (i) the member who presided at the meeting, or
- (ii) the member presiding at the subsequent meeting.

19 Treasurer

The treasurer of the club/association must ensure—

- (a) all money owed to the club is collected, and
- (b) all payments authorised by the club are made, and
- (c) accurate books and accounts are kept showing the financial affairs of the club, including full details of receipts and expenditure relating to the club's activities.

20 Delegation to subcommittees

- (1) The committee may:
 - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the club to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2 Procedure

21 Committee meetings

- (1) The executive committee must meet at least 8 times in each 12-month period at the place and time determined by the committee.
- (2) The full committee must meet at least 3 times per year.
- (3) Additional meetings of the committee may be called by any committee member.
- (4) The procedure for calling and conducting business at a meeting of a subcommittee is to be determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

22 Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period during which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:

- (a) the business described in the notice, and
- (b) business that the committee members present at the meeting unanimously agree is urgent business.

23 Quorum

- (1) The quorum for a meeting of the committee is 3 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the club as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

24 Presiding committee member

- (1) The following committee members presided at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The members presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

25 Voting

A decision supported by a majority of the votes cast at a meeting of the executive committee, full committee, or a subcommittee at which a quorum is present is the decision of the executive committee, full committee, or subcommittee.

26 Acts valid despite vacancies or defects.

- (1) Subject to clause 23(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of

a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

27 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing or by email, by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The members presiding at the meeting and each other members have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 4 General meetings of association

28 Annual General Meeting (AGM)

- (1) The club must hold the club's first annual general meeting within 18 months of the day the club was registered under the Act.
- (2) The club must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the club's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and subclauses (1) and (2), the annual general meeting is to be held at the place and at the time determined by the committee.
- (4) The business that may be transacted at the annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,

- (b) receiving reports from the committee on the club's activities during the previous financial year,
- (c) electing office-bearers and ordinary committee members,
- (d) receiving and considering financial statements or reports required to be submitted to members of the club under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

29 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks it is fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing (email), and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request (email is accepted), and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

30 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
 - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:

- (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in clause 28(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

31 Quorum

- (1) The quorum for a general meeting is 5 members of the club entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

32 Adjourned meetings

- (1) The members presiding over a general meeting may, with the consent of most of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjournment is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

33 Presiding member

- (1) The following members presided at a general meeting:
 - (a) the president,
 - (b) if the president is absent - the vice-president,

- (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The members presiding at the meeting have:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

34 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) is at least 18 years of age, and
 - (b) has paid all money owed by the members to the club.
- (2) Each member has 1 vote, except as provided by clause 33(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) a show of hands, or
 - (b) if clause 36 applies - an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) At least 5 members agree that the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried out, whether unanimously or by a majority, or lost, using the method:
 - (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the club's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

35 Postal or electronic ballots

- (1) The club may hold a postal or electronic ballot, as determined by the Executive Committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

36 Transaction of business outside meetings or by telephone or other means

- (1) The club may transact its business by the circulation of papers, including by electronic means, among all members of the club.
- (2) If the club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to

be a decision of the club made at a general meeting.

- (3) The club may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The members presiding at the meeting and each other members have the same voting rights as they would have at an ordinary meeting of the club for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the club.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

37 Change of name, objects, or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) The secretary or
- (b) the public officer, or
- (c) a committee member.

38 Funds

- (1) Subject to a resolution passed by the club, the club's funds may be derived from the following sources only:
 - (a) annual membership fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the club, the club's funds and assets must be used to pursue the club's objectives in the way that the committee determines.
- (3) As soon as practicable after receiving money, the club must:
 - (a) deposit the money, without deduction, to the credit of the club's authorised deposit-taking institution account, and
 - (b) issue a receipt for money received to the person (if so desired) from whom the money was received. Paper or email suffice.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

39 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

40 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the club's affairs in a way that provides a pecuniary gain for a member of the club.

Note: See the Act, section 40.

41 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

42 Custody of records and books

Except as otherwise provided by this constitution, all records, books, and other documents relating to the club must be kept in New South Wales:

- (a) at the club's main premises, in custody of either of the following people, as determined by the committee:
 - (i) the Public Officer,
 - (ii) the Club Secretary
 - (iii) an approved member of the association, or
- (b) if the club has no premises - at the club's official address, in custody of the public officer(secretary).

43 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the club at a reasonable time:
 - (a) this constitution,

- (b) minutes of committee meetings and general meetings of the club,
 - (c) records, books, and other documents relating to the club.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, or as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the club for the members to do so.

44 Financial year

The association's financial year is:

- (a) the period 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, commencing on 1 July and ending on the following 30 June.
- (c) Or other dates as dictated by the club's registration and incorporation date.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

45 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the club, the surplus property of the club must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried out for the profit or gain of the club's members.
- (2) In this clause:
surplus property has the same meaning as in the Act, section 65.