



CONSTITUTION

2023

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Part 1 – Preliminary

Definitions

1. In this constitution
 - 1.1. **committee member** means an office-bearer or ordinary committee member
 - 1.2. **exercise** a function includes perform a duty
 - 1.3. **function** includes a power, authority or duty
 - 1.4. **office-bearer** means a committee member who is elected to an office referred to in clause
 - 1.5. **ordinary committee member** means a member of the committee who is not an office-bearer of the Association
 - 1.6. **register of members** means the register of members maintained under section 4
 - 1.7. **secretary** means:
 - 1.7.1. the person holding office under this constitution as secretary of the Association, or
 - 1.7.2. if no such person holds that office - the public officer of the Association,
 - 1.8. **special general meeting** means a general meeting of the Association other than an annual general meeting,
 - 1.9. **subcommittee** means a subcommittee established under sections 3.38-3.44,
 - 1.10. **the Act** means the Associations Incorporation Act 2009,
 - 1.11. **the Regulation** means the Associations Incorporation Regulation 2016,
 - 1.12. **recorder** means a home club or life member appointed by the committee to receive, record, investigate, and attempt to resolve a complaint by a member or members about another member regarding conduct at the bridge club in accordance with the Duties of the Recorder defined by the committee, and
 - 1.13. **discipline review panel** means the three (3) home club or life members, excluding current committee members, randomly selected by the committee to preside over any member's appeal of a disciplinary action by the committee; three (3) members of the panel shall constitute a quorum.
2. 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.
3. The name of the Association shall be The Central Coast Bridge Club Inc.
4. The objectives of the Association shall be:
 - 4.1. To build relationships

- 4.1.1. create opportunities to build relationships and satisfaction with members,
- 4.1.2. raise the profile of bridge and the Association among bridge club members and potential members,
- 4.1.3. stimulate broader public interest in bridge and in Association membership.
- 4.2. To demonstrate leadership in bridge
 - 4.2.1. interface and liaise with external bodies, including affiliating with the Australian Bridge Federation and the New South Wales Bridge Association,
 - 4.2.2. host a robust calendar of events,
 - 4.2.3. promote pathways and opportunities for all levels, from beginner to advanced competition, and
 - 4.2.4. initiate and maintain high standards in bridge education and opportunities for performance improvement at all levels.
- 4.3. To achieve operational excellence
 - 4.3.1. provide the IT systems, scoring and access to rules for competition to make playing bridge easier,
 - 4.3.2. deliver management and operational excellence and efficiency, including sound financial management,
 - 4.3.3. ensure appropriate governance structures and succession planning,
 - 4.3.4. promote pathways and opportunities for directors and teachers, and
 - 4.3.5. improve and maintain Association premises to meet the changing needs of members whilst seeking maximum efficiency and availability of equipment, utilities and related services and facilities at optimal cost and under satisfactory conditions of quality, safety and protection for the environment.

Part 2 – Membership

Membership generally

- 2.1 A person is taken to be a member of the Association if,
 - 2.1.1 the person is a natural person,
 - 2.1.2 the person has applied to be a member under section 2.3 and the committee has approved the application, OR

- 2.1.3 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.

Classification of members

- 2.2 There shall be three classifications of members-- home club members, alternate members and life members as follows:
 - 2.2.1 A home club member is a member who has designated Central Coast Bridge Club as his or her home club on the membership application form, which has been approved by the committee pursuant to section 2.3-2.8, and who is subsequently identified as a member of the Central Coast Bridge Club with the Australian Bridge Federation.
 - 2.2.2 An alternate member is a member who has designated another club as his or her home club on the membership application form, which has been approved by the committee pursuant to section 2.3-2.8, and is identified as a member of that other club with the Australian Bridge Federation.
 - 2.2.3 A life member is a home club member who has been nominated and selected to be a life member in accordance with the procedures in section 2.9 of this constitution.

Membership applications

- 2.3 An application for membership of the Association must be:
 - 2.3.1 made in writing,
 - 2.3.2 in the form determined by the committee,
 - 2.3.3 supported by a home club member, and
 - 2.3.4 lodged with the secretary by hand-delivery, post, email, or other electronic means.
- 2.4 As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee.
- 2.5 The committee may approve or reject the application.
- 2.6 As soon as practicable after the committee decides whether to approve or reject the application, the secretary must:
 - 2.6.1 give the applicant written notice of the decision, (including by email or other electronic means),
 - 2.6.1.2 if the committee approved the application, and the nominee has not already paid, request the nominee to pay the annual subscription fee within 28 days after notice of approval,
 - 2.6.1.3 if the committee rejected the application, the notice shall include:
 - 2.6.1.3.1 the reason(s) for the committee's decision
 - 2.6.1.3.2 the applicant's right to request a review of the committee's decision in accordance with the process described below or to reapply for membership after a period of time as determined by the committee.

- 2.6.1.3.2.1 If the applicant seeks review of the committee's decision, he or she must request such review in writing within seven (7) days after receiving notice of the rejection.
- 2.6.1.3.2.2 On receipt of such request the secretary must ensure that the application review is on the agenda for the next scheduled committee meeting.
- 2.6.1.3.2.3 The secretary must notify the applicant of the committee's decision within seven (7) days of that meeting

2.7 The secretary must, on timely payment by the nominee of annual subscription fee, enter the nominee's name in the register of members.

2.8 The applicant becomes a member once the applicant's name is entered in the register.

Life membership criteria

2.9 A home club member is eligible for life membership if he or she has been a home club member for at least 15 years and always upholds the values of tolerance, respectfulness, fairness, professionalism, honesty, integrity, openness and accountability. In addition, the nominee must have consistently made outstanding contribution to the Association in at least one of the following areas:

- 2.9.1 is a bridge teacher at the Association – for example, researches bridge systems, prepares teaching resources, teaches club members,
- 2.9.2 is an ambassador – the nominee has professionally and positively represented the Association either through external event participation or through liaison with bodies on Association related matters,
- 2.9.3 is a service person – the nominee has contributed considerable and commendable personal input into the Association which has resulted in the Association being substantially, demonstrably and positively changed by that contribution. This may include but is not limited to fund-raising, sub-committee participation, member support, clubhouse maintenance and other areas that the committee deems relevant, or
- 2.9.4 is a committee member - has effectively served on the committee of the Association for at least 10 years.

Cessation of membership

2.10 A person ceases to be a member of the Association if the person,

- 2.10.1 dies,
- 2.10.2 resigns membership, or
- 2.10.3 is expelled from the Association, or
- 2.10.4 fails to pay the annual subscription fee under section 2.20.

If a person ceases to be a member for any reason listed in subsections 2.10.2-2.10.4 above, he or she must reapply for membership in accordance with the provisions in sections 2.1-2.8 above if he or she wishes to become a member again.

Membership entitlements not transferable

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

2.11.1 is not capable of being transferred or transmitted to another person, and

2.11.2 terminates on cessation of the person's membership.

Resignation of membership

2.12 A member of the Association may resign from being a member by giving the secretary written notice of 10 days (or such other period as the committee determines) of the member's intent to resign.

2.13 The member ceases to be a member on the expiration of the notice period.

Register of members

2.14 The secretary must establish and maintain a register of members of the Association.

2.15 The register,

2.15.1 may be in written or electronic form,

2.15.2 must include,

2.15.2.1 the member's full name,

2.15.2.2 a residential, postal, or email address,

2.15.2.3 the date on which the person became a member, and

2.15.2.4 if the person ceases to be member—the date on which the person ceased to be a member, and

2.15.3 must be kept in New South Wales

2.15.3.1 at the main premises of the Association, or

2.15.3.2 if the Association has no premises, at the Association's official address.

2.15.4 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

2.16 A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied or such other amount as the committee may determine.

2.17 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.

2.18 A member must not use information about a person obtained from the register to contact or send material to the person, unless:

- 2.18.1 the information is used to send the member
 - 2.18.1.1 a newsletter, or
 - 2.18.1.2 a notice for a meeting or other event relating to the Association, or
 - 2.18.1.3 other material relating to the association.
- 2.18.2 it is necessary to comply with a requirement of the Act or the Regulation.

2.19 If the register of members is kept in electronic form,

- 2.19.1 it must be convertible into hard copy, and
- 2.19.2 the requirements in subsections 2.14 through 2.18 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

Fees and subscriptions

2.20 A member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:

- 2.20.1 except as provided by subsections 2.20.2 and 2.20.3 on or before 31 December of each calendar year, or
- 2.20.2 if the member becomes a member on or after the first day of January in any calendar year – on becoming a member and before the first day of January of the Association in each succeeding calendar year.
- 2.20.3 If a member pays the annual subscription after 30 September, that amount shall satisfy the member's subscription obligation for the remainder of that calendar year and the entirety of the next following calendar year.

Members' rights

An individual member's rights depend upon the type of membership held.

2.21 Home club members and life members may,

- 2.21.1 vote at an annual general meeting and special general meeting,
- 2.21.2 hold a position on the committee as an ordinary member or office bearer,
- 2.21.3 nominate other home club or life members for positions on the committee,
- 2.21.4 nominate a person for membership of the Association,
- 2.21.5 participate in and win club championship events, and
- 2.21.6 participate in club sponsored NSWBA qualifying events and represent the club in such events at the regional, state and national levels.

2.22 Life members are entitled to all rights listed in section 2.21 above; in addition, life members are relieved of the obligation to pay the annual fee due to the Association, but remain liable for the annual fees due to the NSWBA and ABF.

2.23 Alternate members may,

- 2.23.1 participate in club championship events, but may not be designated as the winner of any such event,
 - 2.23.2 participate in and win trophy events, and
 - 2.23.3 participate in any club sponsored NSWBA qualifying event and represent the club in any events at the regional, state or national level.
- 2.24 Alternate members may not,
- 2.24.1 vote at an annual general meeting or special general meeting,
 - 2.24.2 hold a position on the committee as an ordinary member or office bearer,
 - 2.24.3 nominate a person for membership of the Association, or
 - 2.24.4 nominate any member for positions on the committee or as life member.

Members' liabilities

- 2.25 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 section 2.20.

Resolution of disputes

- 2.26 If 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, cannot be resolved through sections 2.29-2.42.3, either party may contact a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 2.27 If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 2.28 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Disciplining action against members

The Association aims to provide and maintain an environment where people can enjoy a game of bridge. To emphasise the importance of this aim, the Association should promote fair play and good sportsmanship. There will be circumstances when a player's behaviour will interfere with other members' enjoyment. As a director's role is to restore equity rather than penalise an offender, the aim of the Association's complaint procedure is to restore harmony rather than punish offenders. Accordingly, promotion of fair play and informal resolution of complaints is a priority. However, should this not be successful, the following complaint handling and/or disciplinary procedure shall be followed.

- 2.29 A complaint must be made in writing to the committee or the Recorder by any person that a member of the Association,
- 2.29.1 has refused or neglected to comply with a provision or provisions of this constitution, or
 - 2.29.2 has wilfully acted in a manner prejudicial to the interest of the Association, or
 - 2.29.3 has violated the Association's Code of Conduct.

- 2.30 Any such complaint must be made and processed in accordance with procedures established by the committee.
- 2.31 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 2.32 If the complaint is submitted to the committee, the committee may refer the complaint to the Recorder if the committee considers the complaint to warrant some resolution but finds it insufficient to justify immediate disciplinary action by the committee.
- 2.33 If the committee decides to deal with the complaint, the committee,
- 2.33.1 must serve notice of the complaint on the member in accordance with sections 5.13-5.14, and
 - 2.33.2 must give the member at least fourteen (14) days from the time notice is served within which to make written submissions to the committee or to request an opportunity to present his or her case to the committee at a face-to-face or electronic meeting.
 - 2.33.2.1 If the member asks to front the committee, the secretary shall call a meeting of the committee as soon as practicable for that purpose.
 - 2.33.2.2 The committee must take into consideration any submissions made by the member, the complainant, and any witnesses in connection with the complaint.
- 2.34 The committee may, by resolution, expel the member from the Association or suspend the member from participating in any or all of the Association's activities, if after considering the complaint and any submissions made in connection with the complaint, the committee is satisfied that
- 2.34.1 the facts alleged in the complaint have been proved, and
 - 2.34.2 the expulsion or suspension is warranted in the circumstances.
- 2.35 If the committee expels or suspends a member, the secretary must, within seven (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 section 2.37 including the date and manner by which notice of the member's intent to appeal must be lodged with the secretary.
- 2.36 The expulsion or suspension does not take effect
- 2.36.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - 2.36.2 if within that period the member exercises the right of appeal, unless and until the committee's resolution has been affirmed by the appeal process, whichever is the later.

Right of appeal of disciplined member

- 2.37 A member may appeal to have any disciplinary action under section 2.34 referred to the Discipline Review Panel within (seven) 7 days after notice of the disciplinary action is served

on the member, by lodging with the secretary written notice to that effect. Such notice of appeal must be lodged in writing with the secretary by personal delivery to a committee member, by email to the Association's email address, or by prepaid post addressed to the secretary at the Association's PO Box.

- 2.38 The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 2.39 On receipt of a notice of appeal from a member (hereinafter "the appellant"), the secretary must note the date received on the notice of appeal and notify the committee.
- 2.40 The secretary shall immediately confer with the Discipline Review Panel to set a date and time for the appeal and ensure that a quorum will be available; such appeal must take place within 21 days of the date the notice of appeal was received.
- 2.41 Once the date is confirmed, the secretary shall notify the appellant of the date, time, and place of the appeal and inform him or her of the right to present written or oral information at the hearing. Only information that was presented to the committee prior to its decision may be presented to the Discipline Review Panel.
- 2.42 The hearing shall be conducted as follows,
 - 2.42.1 the Discipline Review Panel shall select a foreperson by majority vote; the foreperson shall preside over the hearing,
 - 2.42.2 the Discipline Review Panel may receive written or oral information from the committee and the appellant. As this is a review of a committee decision based on information available to the committee at the time of the decision, only information that was presented to or by the committee prior to its decision may be presented to the Discipline Review Panel, and
 - 2.42.3 after review of the information presented and conference by the Panel, the Discipline Review Panel may confirm, revoke, or modify the committee's decision. The Panel members present shall vote by secret ballot and the appeal is to be determined by a simple majority. If the votes are equal the foreperson may cast a second vote to break the tie. Any decision rendered by the Discipline Review Panel is deemed final, and no further appeal is available through the Association.
 - 2.42.4 The provisions of sections 2.26-2.28 apply.

Part 3 – The committee

Functions of the committee

- 3.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the committee,
 - 3.1.1 is to control and manage the affairs of the Association, and
 - 3.1.2 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

- 3.1.3 has power to perform all such acts and do all such things that are necessary or convenient for the proper management of the affairs of the Association.

Composition of the committee

- 3.2 The committee must have a minimum of nine (9) members, as elected in accordance with Part 4, consisting of,
 - 3.2.1 the following office bearers
 - 3.2.1.1 the president,
 - 3.2.1.2 the vice president,
 - 3.2.1.3 the treasurer,
 - 3.2.1.4 the secretary, and
 - 3.2.2 a minimum of five (5) ordinary committee members.
 - 3.2.3 The total number of committee members is not to exceed eleven (11).
- 3.3 A committee member may hold up to two (2) offices (other than both the president and vice-president offices).
- 3.4 Should there be no nominations for an office bearer position, then the incumbent who has held the office bearer position for three (3) consecutive terms may renominate for that position for that year. However, in the event that a further nomination is received for that office bearer position, then the nomination of the incumbent shall be automatically withdrawn. Any office bearer can nominate for any other position.
- 3.5 Each member of the committee is, subject to this constitution, to hold office until the election of committee members at the next annual general meeting of the Association.

Election of committee members

- 3.6 Any home club or life member of the Association may be nominated as a candidate for election as an office bearer or ordinary committee member.
- 3.7 The nomination must be,
 - 3.7.1 made in writing, and
 - 3.7.2 signed by at least two (2) home club or life members of the Association, not including the candidate, and
 - 3.7.3 accompanied by the written consent of the candidate to the nomination, and
 - 3.7.4 given to the secretary at least seven (7) days before the date fixed for the annual general meeting at which the election is to take place.
- 3.8 If insufficient nominations are received to fill all vacancies,
 - 3.8.1 the candidates nominated are taken to be elected, and
 - 3.8.2 a call for further nominations must be made at the annual general meeting.
- 3.9 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.

- 3.10 Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- 3.11 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3.12 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held in the way directed by the committee.
- 3.13 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a home club or life member of the Association.

Terms of office

- 3.14 Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- 3.15 No member shall be entitled to hold any one of the office bearer positions for more than three (3) consecutive terms. If an office bearer resigns at any time during his or her term, any time served is counted as a term for purposes of this section.

Vacancies in office

- 3.16 A casual vacancy in the office of a member of the committee occurs if the member,
- 3.16.1 dies,
 - 3.16.2 ceases to be a member of the Association,
 - 3.16.3 resigns office by notice in writing given to the secretary,
 - 3.16.4 is removed from office under section 3.18,
 - 3.16.5 becomes a mentally incapacitated person,
 - 3.16.6 is absent without the consent of the committee from three (3) consecutive meetings of the committee,
 - 3.16.7 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months,
 - 3.16.8 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, or
 - 3.16.9 becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, Part 26.
- 3.17 In the event of a casual vacancy occurring on of the committee other than by removal from office under section 3.18, the committee may appoint a member of the Association to fill the vacancy.
- 3.18 The Association in general meeting may, by resolution,
- 3.18.1 remove a committee member from office at any time, and
 - 3.18.2 appoint another member of the Association to hold office for the balance of the committee member's term of office.

- 3.19 A committee member to whom a proposed resolution referred to in 3.18 relate may:
- 3.19.1 give a written statement, of reasonable length, to the president or secretary, and
 - 3.19.2 request that the committee send a copy of the statement to each member of the association at least seven (7) days before the general meeting at which the proposed resolution will be considered.
- 3.20 If the committee fails to send a copy of the statement received under 3.19.2 to each member in accordance with a request made under 3.19.2, the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- 3.21 Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

Secretary

- 3.22 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.
- 3.23 It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
- 3.23.1 all appointments of office-bearers and members of the committee,
 - 3.23.2 the names of members of the committee present at a committee meeting or a general meeting, and
 - 3.23.3 all proceedings at committee meetings and general meetings.
- 3.24 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting.
- 3.25 The signature of the chairperson may be transmitted by electronic means for the purposes of section 3.24.

Treasurer

- 3.26 It is the duty of the treasurer of the Association to ensure,
- 3.26.1 that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - 3.26.2 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.

Delegation to subcommittees

- 3.27 The committee may, in writing,
- 3.27.1 establish one (1) or more subcommittees to assist the committee to exercise the committee's functions, and
 - 3.27.2 appoint one or more members of the Association to be members of the subcommittee.

- 3.28 The committee may delegate to the subcommittee the exercise of the committee's functions specified in the delegation instrument other than:
- 3.28.1 this power of delegation, or
 - 3.28.2 a duty imposed on the committee by the Act or by another law.
- 3.29 A function that has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3.30 A delegation under this section 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 instrument of delegation.
- 3.31 Despite any delegation under this section, the committee may continue to exercise any function delegated.
- 3.32 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- 3.33 The committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- 3.34 A subcommittee may meet and adjourn as it thinks proper.

Committee meetings and quorum

- 3.35 The committee must meet at least every six (6) weeks in each period of 12 months at such place and time as the committee may determine.
- 3.36 Additional meetings of the committee may be convened by any member of the committee.

Notice of committee meeting

- 3.37 The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to begin.
- 3.38 The notice must describe the general nature of the business to be transacted at the meeting.
- 3.39 The only business that may be transacted at the meeting is,
- 3.39.1 the business described in the notice, and
 - 3.39.2 business that the committee members present at the meeting unanimously agree is urgent business.

Quorum

- 3.40 The quorum for a meeting of the committee is five (5) committee members.
- 3.41 No business may be transacted by the committee unless a quorum is present.

- 3.42 If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
- 3.42.1 to the same place, and
 - 3.42.2 to the same time of the same day in the following week.
- 3.43 If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- 3.44 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 one or more members of the Association as committee to enable the quorum to be constituted.
- 3.45 A committee member appointed under 3.32 holds office, subject to this constitution, until the next annual general meeting.
- 3.46 This section does not apply to the filling of a casual vacancy to which sections 3.16 and 3.21 apply
- 3.47 At a meeting of the committee,
- 3.47.1 the president or, in the president's absence, the vice-president is to preside, or
 - 3.47.2 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.

Presiding committee member

- 3.48 The following committee member presides at a meeting of the committee,
- 3.48.1 the president,
 - 3.48.2 if the president is absent – the vice president,
 - 3.48.3 if both the president and vice president are absent—one of the committee members present at the meeting as elected by the other committee members.

Voting

- 3.49 A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- 3.50 Each member present at a meeting of the committee or of any (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.

Acts valid despite vacancies or defects

- 3.51 Provided a quorum is present, the committee may act despite any vacancy on the committee.
- 3.52 Any act or thing done or suffered, or purporting to have been done or suffered by the committee or by a subcommittee appointed by the committee, is valid and effectual despite

any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or subcommittee.

Use of technology at committee meetings

- 3.53 A committee meeting may be held at two or more venues using any technology approved by the committee that gives each of the committee members a reasonable opportunity to participate.
- 3.54 A committee member who participates in a committee 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.

Transaction of business outside meetings by telephone or other means

- 3.55 The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- 3.56 If the committee transacts business by the circulation of papers, a written motion, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- 3.57 The committee may transact its business at a meeting at which one 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.
- 3.58 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of,
- 3.58.1 the approval of a motion under section 3.56, or
 - 3.58.2 a meeting held in accordance with section 3.57.
- 3.59 A motion approved under section 3.56 or 3.57 must be recorded in the minutes of the committee meeting.

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

Annual general meetings

- 4.1 The Association must hold its first annual general meeting with 18 months of the day the Association was registered under the Act.
- 4.2 The Association must hold subsequent annual general meetings within,
- 4.2.1 six (6) months of the last day of the Association’s financial year, or
 - 4.2.2 the later time allowed or prescribed under section 37(2)(b) of the Act.
- 4.3 Subject to the Act and sections 4.1 and 4.2 above, the annual general meeting is to be held at the place and time determined by the committee.
- 4.4 The business that may be transacted at an annual general meeting includes the following,

- 4.4.1 confirming the minutes of the last preceding annual general meeting and of any special general meeting held since the previous annual general meeting,
- 4.4.2 receiving reports from the committee on the Association's activities during the last preceding financial year,
- 4.4.3 electing office bearers and ordinary committee members,
- 4.4.4 receiving and considering any financial statement or report required to be submitted to Association members under the Act, and
- 4.4.5 considering any special resolutions brought forward by members, if details are supplied in writing to the secretary thirty (35) days prior to the meeting and the Secretary provided notice to the Association's members twenty-one (21) days prior to the meeting.

4.5 An annual general meeting must be specified as such in the notice convening it.

Special general meetings

- 4.6 The committee may convene a special general meeting of the Association whenever it sees fit.
- 4.7 The committee must call a special general meeting if the committee receives a request made by at least fifteen per cent (15%) of the total number of members.
- 4.8 The request,
 - 4.8.1 must be in writing, and
 - 4.8.1 must state the purpose or purposes of the meeting, and
 - 4.8.2 must be signed by the members making the request, and
 - 4.8.3 must be lodged with the secretary, and
 - 4.8.4 may consist of more than one document in a similar form, each signed by one or more members, and
 - 4.8.5 may be in electronic form and signed and lodged by electronic means.
- 4.9 If the committee fails to call a special general meeting to be held within one (1) month of the date the request is lodged with the secretary, one or more of the members who made the request may convene a special general meeting to be held not later than three (3) months after the date the request was lodged.
- 4.10 A special general meeting held under section 4.9 must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

Notice

- 4.11 The secretary must give each Association member notice of a general meeting,
 - 4.11.1 If the matter to be determined at the meeting requires a special resolution—at least 21 days before the meeting, or
 - 4.11.2 otherwise—at least 14 days before the meeting.

- 4.12 The notice must specify,
- 4.12.1 the place and time at which the meeting will be held, and
 - 4.12.2 the nature of the business to be transacted at the meeting, and
 - 4.12.3 if the matter to be determined at the meeting requires a special resolution—that a special resolution will be proposed and the precise nature of that resolution, and
 - 4.12.4 for an annual general meeting—that the meeting to be held is an annual general meeting.
- 4.13 The only business that may be transacted at the meeting is,
- 4.13.1 the business specified in the notice, and
 - 4.13.2 for an annual general meeting—business referred to in section 4.4.
- 4.14 A member may give written notice to the secretary of business the member wishes to raise at an annual general meeting; any such notice must be lodged with the secretary at least 35 days prior to the annual general meeting.
- 4.15 If the secretary receives a notice under section 4.14, the secretary must specify the nature of the business in the next notice calling a general meeting.

Quorum for general meetings

- 4.16 The quorum for a general meeting is the lesser of twenty-five (25) members or twenty percent (20%) of membership eligible to vote under this constitution.
- 4.17 No business may be transacted at a general meeting unless a quorum is present.
- 4.18 If a quorum is not present within half an hour of the time the meeting is scheduled, the meeting:
- 4.18.1 if called at the request of members-- is dissolved, or
 - 4.18.2 otherwise is adjourned,
 - 4.18.2.1 to the same time the same day the following week, and
 - 4.18.2.2 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 one day before the adjourned meeting.
- 4.19 If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least three members present, the members present constitute a quorum.

Adjournment

- 4.20 The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- 4.21 The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- 4.22 Except as provided in sections 4.20 and 4.21, 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.

Presiding member

4.23 The following member presides at a general meeting:

4.23.1 the president,

4.23.2 if the president is absent—the vice president,

4.23.3 if both the president and vice president are absent—one of the members present at the meeting, as elected by majority vote of the other members.

4.24 The member presiding at the meeting has,

4.24.1 a deliberative vote, and

4.24.2 in the event of an equality of votes—a second or casting vote.

Voting

4.25 A member is not entitled to vote at a general meeting unless the member

4.25.1 is at least 18 years of age, and

4.25.2 has paid all money owed by the member to the Association, and

4.25.3 is a home club or life member of the Association.

4.26 Each member has one vote, except as provided in section 4.24.2

4.27 A question arising at a general meeting of the Association is to be determined by either,

4.27.1 a show of hands, or

4.27.2 if the meeting is one to which sections 4.34-4.35 apply, any appropriate corresponding method that the committee may determine, or

4.27.3 a written ballot, but only if,

4.27.3.1 the member presiding at the meeting moves that the question be decided by ballot and the motion carries, or

4.27.3.2 at least five members agree the question should be determined by ballot.

4.27.4 if the vote is to be conducted electronically and/or by post, by a count of the electronic and postal ballots cast.

4.28 If the question is to be determined by a show of hands, either of the following is sufficient evidence that a motion has been carried, whether unanimously or by a majority, or lost, using the method,

4.28.1 a declaration by the member presiding at the minute, or

4.28.2 an entry in the Association's minute book.

4.29 A written ballot must be conducted in accordance with the directions of the member presiding.

4.30 A member may not cast a vote by proxy.

Special resolutions

4.31 A special resolution may only be passed by the Association in accordance with section 39 of the Act – if it is supported by at least three-quarters of the votes cast by members of the Association who, under the Association’s constitution, are entitled to vote on the proposed resolution.

Postal or electronic ballots

4.32 The Association may hold a postal and/or electronic ballot to determine any issue, proposal or special resolution other.

4.33 A postal and/or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Use of technology at general meetings

4.34 A general meeting may be held at two or more venues using any technology approved by the committee that gives each of the Association’s members a reasonable opportunity to participate.

4.35 A member of the Association who participates in a general meeting using such 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

Insurance

5.1 The Association must obtain and maintain insurance.

Funds - Source

5.2 The funds of the Association are to be derived from annual subscriptions of members, table fees, lesson fees, donations, and such other sources as the committee determines.

5.3 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.

5.4 The Association must, as soon as practicable after receiving any annual subscription, issue an appropriate receipt.

Funds - management

5.5 Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used solely in pursuance of the objectives of the Association in the manner that the committee determines.

5.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) duly elected office bearers. All electronic funds transfers must be approved by two (2) authorised signatories being duly elected office bearers.

Association is non-profit

5.7 Subject to the Act and Regulation, the Association must not conduct the Association’s affairs in a way that provides a pecuniary gain for a member of the Association.

Change of name, objectives and constitution

- 5.8 An application for registration of a change in the Association's name, objectives or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

Custody of books, records, and other documents

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

- 5.9.1 at the main premises of the Association, in the custody of the public officer or a member of the Association (as the committee determines), or
- 5.9.2 if the Association has no premises, at the Association's official address, in the custody of the public officer, or
- 5.9.3 if maintained electronically, on Association-sanctioned media.

Notwithstanding this provision, a committee member may from time to time remove records in the normal course of work, provided that he/she returns all such records within seven (7) days of a member's request.

Inspection of books, records, and other documents

- 5.10 The following document must be open to inspection, free of charge, by a member of the Association at any reasonable hour,

- 5.10.1 records, books and other financial documents of the Association,
- 5.10.2 this constitution,
- 5.10.3 minutes of all committee meetings and general meetings of the Association.

- 5.11 A home club or life member of the Association may obtain a copy of any of the documents referred to in section 5.10 on payment of a fee of not more than \$1 for each page copied or such other amount as the committee shall determine.

- 5.12 Notwithstanding sections 5.10 and 5.11, the committee may refuse to permit a home club or life member of the Association to inspect or obtain a copy of 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.

Service of notices

- 5.13 For the purposes of this constitution, a notice may be served on or given to a person:

- 5.13.1 by delivering it to the person personally, or
- 5.13.2 by sending it by pre-paid post to the address of the person, or
- 5.13.3 by email.

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

- 5.14.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, or

5.14.2 in the case of a notice sent by pre-paid post, three business days after the date the notice was sent, and

5.14.3 in the case of a notice sent by email, on the date it was sent.

Financial year

5.15 The financial year of the Association is,

5.15.1 the period of time commencing on the date of incorporation of the Association and ending on the following 31 March, and

5.15.2 each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 April and ending on the following 31 March.

Distribution of property on winding up of Association

5.16 Subject to the Act and the Regulation, in a winding up of the Association, the surplus property of the Association must be transferred to a registered charity or charities on the Central Coast of NSW.

5.17 In this section **surplus property** has the same meaning as in the Act, section 65.