
Constitution of Camden Valley Country Music Club Inc

Incorporated 28th September 2004

Registration Number INC9882506

This Constitution adopted
31st May 2017



Club Contact Details

The Club's website is www.camdenvalleycountrymusicclub.com

The Club's email address is cvcmc04@hotmail.com

The Club's Postal Address is PO Box 735, Camden NSW 2570

For more information please refer to the appropriate legislation.

***Under Associations Incorporation Act 2009 NSW
and Associations Incorporation Regulation 2010***

1 NAME

- 1 The name is the ("Camden Valley Country Music Club Incorporated" and referred to in this document as the Club.
- 2 The Club will also be known as the Camden Valley Country Music Club and abbreviated to CVCMC.

2 AIM AND SCOPE

The Club will:

- 1 Promote country music in the community, especially within the Camden district.
- 2 Aim to promote fellowship and companionship among members, their families and guests; and
- 3 Aim to encourage both new talent among members and also those members working in the industry or aspiring to work in the industry.

3 DECLARATION

- 1 The Club is not affiliated with any political party and is non-sectarian.
- 2 The Club is a non-profit or not-for-profit organisation.
The Club does not pay members for performances at weekly meetings, events and functions. Members who perform or offer to perform a service for the Club do so voluntarily (ie; of their own free will and without payment).
- 3 The Club does not charge other organisations for performances unless payment is offered. However, the Club will consider donations, sponsorships and grants from other organisations to help offset running costs. The Committee will decide on an acceptable payment if the Club is offered payment.
- 4 Club equipment must not be used for anything other than Club activities.

4 DEFINITIONS

In this constitution:

1. **The Club's financial year** is from 1 July to 30 June.
2. **Executive Committee:** also known as office bearers, i.e. President, Vice-President, Secretary, Treasurer.
The position of **Public Officer** is appointed by the Committee and may be held by a Committee Member also performing the duties of another office-bearing or non office-bearing role, or may be held by another nominated person ***It is not a position elected by the General Membership.***
3. **Committee** means the Management Committee of the association
4. **Ordinary committee member** means a member of the committee who is not an office-bearer of the association.
5. **Secretary** means the person holding office under this constitution as secretary of the association
6. **Financial member** is a person who has paid an annual subscription for the current financial year.
7. **Non-financial member** is a registered person who has not paid the subscribed membership fee.
8. **Returning Officer** is an official appointed to conduct and preside at an election or vote for a resolution, to supervise the counting of votes and announce the results. This person must be an eligible voting member of the Club (per section 5.5.2).
9. **Single member** means a member who has paid the full annual membership fee as the committee determines, for a single person.
10. **Family member** means a member who has paid the full annual membership fee as the committee determines, for a family membership. The family membership is available only to a performing or non-performing member and his/her partner and children.
11. **Provisional Member** is a person not yet formally accepted to membership. (Refer section 5.1.3)
12. **Junior Member** is a registered person between the age of 16 and 18 years of age.
13. **Sub-Junior** is a registered person under the age of 16 years.
14. **Closed session** is a meeting at which only Committee Members or those others expressly required and approved by the Committee to attend can be present.
15. **Club meeting** means a get together of the members at a regular venue for the purpose of practicing playing or singing country music
16. **Annual General Meeting** means a meeting held once in each year to accept reports for the year ended 30 June . and to elect the Management Committee for the following year.
17. **Extraordinary General Meeting** means a general meeting of the association other than an annual general meeting.

18. **Special Resolution** to be voted on at an Extraordinary meeting
19. **Electronic Media** means, email, facsimile, Website, Facebook or other such communication medium.
20. **Public performance** means any performance for the purpose of providing entertainment for private groups or the general public, regardless of payment being received or not, for the performance
21. **Club rules (CVCMC Regulations- Addendum A)** means the set of rules applying to the conduct at **Club** meetings and public performances and are the regulations relating to this constitution.
22. **Officiating Officer** means member of the executive committee, or a person delegated by the committee, who is present at club meetings or public performance.

5 MEMBERSHIP

The club does not have honorary or life membership.

5.1 Application for Membership

1. To become a member of the Club, an **Application for Membership Form** must be completed and submitted to a Committee member (usually the Secretary) and accompanied by the annual membership fee. Membership Application form must be made in writing can be lodged with the Secretary (including by email or other electronic means, as the committee so determines).
2. The Committee member receiving the application should witness the applicant's acceptable identification, i.e. Driver's Licence, Seniors or Pension Card, etc, showing their date of birth and current address.
3. After submitting the application form, provisional membership is granted until the Committee reviews the application at the next scheduled Committee Meeting. **Provisional members are not entitled to vote.**
4. The Committee will decide at the next scheduled Committee Meeting whether to accept or reject the application. The applicant will be notified in writing regarding the acceptance or rejection of their application within fourteen (14) days of this Meeting. If the application is rejected, all application fees paid will be refunded.
5. A new membership applicant may receive a pro rata discount if they join the Club three (3) months or less prior to the end of the same financial year.
6. All membership fees fall due on 30 June each year and payable before 1st August. Extenuating circumstances at the Committee's discretion.

5.2 Fees

1. An annual membership fee must be paid by each member joining or re-joining the Club.
2. All fees will be determined by the Committee and current fees can be viewed on the Club's website www.camdenvalleycountrymusicclub.com.
3. The Committee will notify all members of changes to fees at least one month prior to changes taking effect.
4. Annual membership fees are categorised as follows:
 - **Family:** consists of two adults and their dependent children less than sixteen (16) years old.
 - **Single:** consists of one person eighteen (18) years old or more.
 - **Junior:** consists of one person between sixteen (16) and eighteen (18) years old.
 - **Sub-Junior:** consists of one person less than sixteen (16) years old.
 - **Senior:** consists of one person in possession of a Government Aged Pension or Seniors Card.
5. Members and visitors will be charged an attendance fee for Club Meetings to cover the cost of running the Club. Current fees may be viewed at our website www.camdenvalleycountrymusicclub.com.
6. The Club may also request a fee from members and visitors wishing to attend a special Club event. Notification of fees will be made available prior to the event via our website www.camdenvalleycountrymusicclub.com.

5.3 Juniors and Sub-Juniors

- 1 Juniors and Sub-Juniors are not entitled to vote.
- 2 If a parent or guardian of a Junior or Sub-Junior does not join the Club, the Junior or Sub-Junior must complete their own application form, which must be endorsed by a parent or legal guardian.
- 3 All Sub-Juniors must be accompanied by a parent or legal guardian at club meetings and functions.
- 4 Juniors under 16 years must be accompanied by an adult at club meetings and functions.

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- 5 Juniors between 16 and 18 years must be dropped off and picked up by an adult at club meetings and functions. The adult must be made known to the committee and be seen by a committee member when the Junior is being dropped off and picked up at each attendance. A parent or legal guardian's phone number must be provided to the Secretary.
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5.4 Club Register

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.
 2. The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's Secretary's address.
 3. If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (6) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
 4. A copy of the register will be held by the Public Officer
 5. The register will not be made available to members other than those on the Committee. A list of the names only of members on the register may be made available to members on request.
 6. The privacy of members will be respected at all times.
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5.5 Members' Rights

Financial members over the age of eighteen (18) years have the following rights:

1. Financial members are entitled to attend all weekly meetings and performance events held by the Club.
 2. Financial members over eighteen (18) years are entitled to vote at Annual General Meeting and Extraordinary Meeting.
 3. To attend, but not vote at Management Committee Meetings, subject to written requests in advance and the permission of the Committee or President (Refer to section 9.1a);
 4. **New members will not be eligible to vote at Annual General meeting or Extraordinary General Meetings for a period of four (4) months following acceptance of membership.**
 5. To receive any publication or communication issued by the Club, whether by electronic or other means.
 6. To receive Minutes and Reports of Annual General Meetings and Extraordinary General Meetings on request;
 7. To act in any capacity as delegated by the Committee at any function or event.
 8. **Nominate for Management Committee**
 - (a) To nominate as a candidate for an **Ordinary Committee** member on the Club's Management Committee, provided that:
 - They are eighteen (18) years old or more;
 - Be a financial member of the Club for at least six (6) months
 - (b) To nominate as a candidate for an **Executive Committee** member on the Club's Management Committee, provided that:
 - They are eighteen (18) years old or more;
 - Be a financial member of the Club for at least eighteen (18) months.
 - (c) If there is no qualifying member for the Management Committee at Election and the position deemed vacant, the Management Committee may appoint a Casual Vacancy.
 9. **Financial members between the ages of sixteen (16) and eighteen (18) years old have the following rights:**
 - To attend **but not vote** at Annual General Meetings and Extraordinary General Meetings; and
 - To act in any capacity as delegated by the Committee at any function or event.
 10. Members' rights are not transferable to another person.
 11. Non members do not have any rights.
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5.6 Members' Conduct

1. Members must abide by the rules of the Club at all times when attending or representing the Club at any function, event and weekly Meeting. ***A copy of the Club Rules (CVCMC Regulations- Addendum A) can be found on the Club Notice Board or can be downloaded from the Club website www.camdenvalleycountrymusicclub.com***
 2. If a member breaches any rule or regulation or is alleged to be guilty of conduct prejudicial to the Club or to any other member, the Committee will request in writing that the alleged offending member appear before the Committee at the next scheduled Committee Meeting.
 3. Details of the allegation will be given to the member in writing prior to the Meeting to allow the member to respond. The allegations will be dismissed if they cannot be proven. If the allegations are confirmed the Committee may decide to:
 - Suspend or cancel the member's Club membership; and/or
 - Ban the member from any Club function, event or weekly Meeting; and/or
 - Issue a written warning.
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5.7 Right of Appeal

1. If a member's Club membership is suspended or cancelled, the member has the right of appeal to the Committee.
 2. The appeal must be submitted in writing to the Club's Secretary within fourteen (14) days of the membership being suspended or cancelled.
 3. The Committee must call a Extraordinary General Meeting in accordance with section 9 of this Constitution, at which the alleged breach of conduct and the appeal can be resolved.
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5.8 Internal Disputes

- 1 Disputes between members (in their capacity as members) of the Club, and disputes between members and the Club, are to be referred to the Committee in writing.
 - 2 The Committee will investigate any issues put forward and act as a mediator between the parties, if necessary.
 - 3 It will then decide if action is required to uphold the best interests of the Club and its members.
 - 4 The Committee's decision on these matters will be final.
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5.9 Termination of membership

A member will cease to be a Club member if:

- 1 The member resigns in writing;
 - 2 The member has not paid the annual subscription for the Club's current financial year, by 1st August.
 - 3 The membership is cancelled by the Committee due to a breach of conduct; or
 - 4 The member dies.
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6 COMMITTEE

6.1 Overview and Function of the Committee

The Club's Committee is called the Management Committee and, subject to the Associations Incorporation Act 2009, the Associations Incorporation Regulation 2010 and this Constitution, its function is to:

- 1 Control and manage the affairs of the Club;
- 2 Perform all such acts and do all such things that it believes is required and necessary for the proper management of the affairs of the Club, including the making of rules and guidelines; and
- 3 Abide by all decisions made at Annual General Meetings, Extraordinary General Meetings and Committee Meetings.

6.2 Management Committee

1. The term of office shall be approx one year, following the Annual General Meeting.
 2. The Management Committee is to consist of:
 - President;
 - Vice-President;
 - Secretary;
 - Treasurer; and
 - A maximum of three other financial members known as Ordinary Committee Members.
 - The President, Vice-President, Secretary, Treasurer will form the Executive Committee (refer section 4.2).
 3. There is no maximum number of consecutive terms for which a committee member may hold office
 4. **The position of Public Officer is an appointed by the Committee and may be held by a Financial Member of the Club.**
 5. All members of the Committee will hold office, subject to this Constitution, until the conclusion of the existing Committee business at the following Annual General Meeting, when all positions are then declared vacant and a new Management Committee Members are elected
 6. Committee Members must immediately disclose any potential conflict of interest to the Committee.
 7. Committee Members must not use their position or privileged information for any purpose other than that directly relating to the Club's Business and within the bounds of the Law.
 8. The Committee may appoint people or Sub-Committees to assist with its duties. Any such person or Sub-Committee:
 - Must act within the scope specified by the Committee;
 - Does not have authority to make any public statements on behalf of the Club, unless specifically given that authority by the Committee.
 - Must not participate in a Sub-Committee Meeting without a Management Committee member present.
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6.3 Election of the Management Committee

1. Financial members over the age of eighteen (18) years shall be eligible to vote (one vote per person), subject to section 5.5.item 2 of this Constitution.
 2. Financial members over the age of eighteen (18) years shall be eligible for nomination for a position on the Committee, subject to section 5.5 item 9 (a) & (b) of this Constitution.
 3. All existing Management Committee positions shall be declared vacant and members of the new Management Committee will be elected after all existing Committee Reports have been tabled at the Annual General Meeting.
 4. Current Management Committee members may re-nominate themselves with a seconder if they wish to be considered for re-election to the Management Committee.
 5. Members may nominate themselves. However, one other member must second the nomination.
 6. If there is more than one nomination per position, then elections will be held.
 7. The method of election shall be by written ballot and only eligible members will receive a ballot paper (Refer section 5.5. item 2 of this Constitution).
 8. If no new nominations are received, the previous members of the Management Committee who have re-nominated will be deemed to be elected.
 9. In the event that members of the outgoing Management Committee do not wish to re-nominate and no new nominations are received, the Club may no longer be able to continue (Refer section 12). The minimum requirement of positions to form the Executive Committee is President, Secretary and Treasurer (one of which must also act as Public Officer).
 10. **Nomination Forms are available from the Secretary or can be downloaded from the Club's website.**
 11. Proxy votes will be accepted, subject to section 5.5.item 2 of this Constitution. If a Member cannot personally attend a Meeting, a proxy may be appointed. **(Refer section 9.6 -Voting)**
 12. **Proxy Forms are available from the Secretary or can be downloaded from the Club's website**
 13. Postal voting is **not allowed. (Refer section 9.6 -Voting)**
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6.4 Casual Vacancy of the Management Committee

1. A casual vacancy on the Management Committee will occur if a Committee member:
 - Submits their resignation in writing to the Committee; or
 - Fails to attend three consecutive Committee Meetings where due notice has not been given unless a leave of absence has been granted by the Committee; or
 - Is removed from office by an Extraordinary General Meeting.
 2. The Committee may appoint a financial member to fill a casual vacancy, but must observe the minimum membership requirements set out in section 5.5 of this Constitution.
 3. If there is no qualifying member for the Management Committee at Election and the position deemed vacant, the Management Committee may appoint a Casual Vacancy.
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6.5 Executive Committee Responsibilities and Duties

a) **PRESIDENT**

The President shall:

1. Represent the Club as and when required;
2. Ensure the Constitution is not breached;
3. Chair each Meeting in a responsible and unbiased manner;
4. Ensure that discussion proceeds towards a decision;
5. Ensure that decisions made by the Committee are carried out; and
6. Assist in compiling Meeting agendas.
7. Prepare a yearly report to the Annual General Meeting

b) **VICE PRESIDENT**

The Vice President shall:

1. Assist the President as required; and
2. Assume the duties of the President in the President's absence or incapacity.

c) **SECRETARY**

The Secretary shall:

1. Prepare Meeting agendas;
2. Record and ensure the appropriate circulation of Meeting minutes (Committee Meetings, Annual General Meetings and Extraordinary General Meetings);
3. Receive and answer correspondence;
4. Assist in the election of Committees;
5. Prepare and circulate notices of Meetings;
6. Keep a record of the appointment of Committee members;
7. Keep a record of the names of members of the Committee present at Committee Meetings, Annual General Meetings and Extraordinary General Meetings;
8. Ensure a copy of the minutes of all Meetings are signed by the **Chairperson presiding at the Meeting and the Secretary or Acting Secretary**. That signed copy of the minutes is kept by the Secretary.
9. (*Regulation Register of Members*)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.

d) **TREASURER**

The Treasurer shall:

1. Ensure all money due to the Club is collected, receipted and deposited in the Club's bank account without any deductions, as soon as possible;
2. Ensure that an appropriate receipt is issued for any money received, as soon as possible;
3. Ensure that all payments authorised by the Committee are made;
4. Ensure that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club;

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5. Report to the Committee on a monthly basis, detailing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club;
 6. Compile an annual summary of the Club's financial affairs to be distributed at the Annual General Meeting and lodged thereafter with the NSW Department of Fair Trading; and
 7. Arrange for all Club financial records to be examined by an independent qualified person for this purpose appointed by the Committee.
 8. The Treasurer must present all Club financial records to be examined, following the 30 June each year.
 9. The Financial Report will then be submitted to the Committee and read at the Annual General Meeting
 10. Is one of the signatories on the Bank Account(s). Any two (2) to sign.
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6.6 Removal of a Committee member

A Committee member may be removed from the Committee if:

- 1 A member has requested an Extraordinary Committee Meeting to discuss the Committee member's removal; and
 - 2 The member and Committee member are both given the opportunity to address that meeting; and
 - 3 A majority of the Committee votes in favour of the Committee member's removal. Neither party is entitled to vote on the issue.
 4. This decision is then put to the General Membership at an Extraordinary General Meeting. If at least sixty per cent (60%) of the Club's members in attendance vote in favour of the Committee member's removal, then the Committee's decision will be endorsed by the General Membership and the Committee member will be removed from the Committee. (Refer section 9.6 item 3-Voting)
 5. If the Committee's decision is not endorsed by at least sixty per cent (60%) of the General Membership then the Committee member will not be removed from the Committee.
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6.7 Custody of Records, Books and Other Documents

Except as otherwise provided by this Constitution:

1. The Treasurer must keep in their custody or under their control all records, books and other documents relating to the financial management of the Club;
 2. The Secretary must keep in their custody or under their control all records, books and other documents not related to the financial management of the Club;
 3. The Secretary must keep in their custody or under their control all membership records of the Club; a copy to be held by the Public Officer.
 4. All Committee Members must surrender documents relating to the Club's activities to the Chairperson of the Annual General Meeting immediately prior to an election taking place to enable the smooth transition of any required transfer of office bearer responsibilities.
 5. All signed copies of records and minutes are to be scanned if held electronically.
 6. An association must keep each record and minute required to be kept under Section 50 of the Act, in written or electronic form, and keep each record for a period of not less than 5 years after it was made.
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6.8 Inspection

1. The records, books and other documents, except for the Club Register (refer section 5.4), of the Club may be open to inspection, free of charge, by a member of the Club at any reasonable hour, as determined by the Committee.
2. Reasonable notice, as determined by the Committee, must be given in writing.
3. If records and minutes are kept in electronic form, they must be convertible into hard copy. Hard copy must be made available within a reasonable time to a person who is entitled to inspect the records.

7. PUBLIC OFFICER

1. The Public Officer is the official contact point for the Club. Can be one of the authorised signatories for the association. However, the public officer is not automatically a signatory to the association's bank account.
 2. The Public Officer's residential address will be used as an official address for the service of documents on the Club and;
 3. The Club is required to have a Public Officer who:
 - Has attained the age of eighteen (18) years;
 - Is a resident of New South Wales;
 - The official postal address of the Public Officer cannot be a Post Office Box
 4. The Public Officer must be a financial member appointed by the Committee.
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7.1 Appointment of the Public Officer

1. Within fourteen (14) days of the position of Public Officer being vacated, the Committee must notify the Registry of Co-operatives and Associations of the vacancy and the appointment of a new Public Officer.
 2. The Committee will appoint the Public Officer in its first Committee Meeting within ten (10) days after an Annual General Meeting where a new Committee has been elected; provided the elected person is willing and able to fulfil the duties of the position (refer section 7 of this Constitution).
 3. **The position of Public Officer is appointed by the Management Committee and may be held by a Committee Member also performing the duties of another office-bearing or non-office-bearing role. Or be held by a financial Club member. It is not a position elected by the General Membership and does not have any voting rights other than that of a member.**
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7.2 Removal of the Public Officer

The position of Public Officer shall be deemed to have been vacated if the Public Officer:

- 1 Dies;
 - 2 Resigns;
 - 3 Is removed from office by way of a resolution passed at a Committee Meeting, followed by an Extraordinary General Meeting, as per section 6.6 of this Constitution;
 - 4 Becomes bankrupt;
 - 5 Becomes mentally ill; or
 - 6 Ceases to be a resident of New South Wales.
 - 7 Once the position becomes vacant, the Committee must fill the position within twenty eight (28) days.
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7.3 Obligations of the Public Officer

The Public Officer shall:

1. Notify the Department of Fair Trading by the prescribed form (A9) in the following circumstances:
 - Their appointment as Public Officer (within fourteen (14) days);
 - A change in residential address (within fourteen (14) days); and
 - A change in the Club's Constitution (within thirty (30) days).
 2. Lodge by the prescribed form including any prescribed fee to the Department of Fair Trading for the following:
 - An annual statement within one (1) month after the date of each Annual General Meeting of the Club. The statement is a summary of the year's financial transactions; and
 - The alteration of the Club's Constitution after passing by resolution.
 - Bring all documents addressed to the Club to the attention of the Committee as soon as is practicable. This obligation continues for a period of twelve (12) months after a person has ceased to be the Public Officer;
 - Apply to the Commissioner for approval of a change of name within one (1) month after passing a Special Resolution to change the Club's name; and
 3. Keep at their residential address, a copy of the Register of Members of the Club. Where the Club ceases to exist, the last Public Officer must keep the Register of members for a period of at least two (2) years after the date on which the Club ceased to exist.
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8 AUDITING OR EXAMINATION OF THE CLUB'S ACCOUNTS

1. While, as a Tier 2 association, the Club is exempt from an annual audit of its financial affairs, the Club's financial records will be examined by an independent qualified person approved for this purpose, as per section 6.5, item (d) 7 of this Constitution.
2. The Club will lodge an annual summary of its financial affairs, compiled by the Treasurer. This report will also be available to members at the Annual General Meeting.
3. The Club's financial records will be made available for inspection by any financial member. This will be conducted under the supervision of the Club's Treasurer and one other member of the Executive Committee.
4. Any request to inspect the financial records must be made in writing to the Club's Treasurer at least seven (7) days prior to the inspection.

9 MEETINGS**9.1 Management Committee Meetings**

1. The interval between Committee Meetings should be one (1) month but should not exceed two (2) months.
2. The President, or in the President's absence, the Vice-President is to preside as Chairperson at each Meeting of the Committee. However, if the President and Vice-President are absent, the Committee Members present may, prior to the start of a Meeting, appoint another Committee Member to preside.
3. A quorum for a Meeting will be at least three (3) Committee Members for the transaction of business. If a quorum is not present within thirty (30) minutes of the nominated Meeting start time, the Meeting is to be adjourned to another date at the discretion of the Committee subject to section 9.1, item 1 of this Constitution.
4. Only Committee Members can vote at Committee Meetings.
5. The Committee may, at its discretion, hold all or part of the Meeting in a closed session.
6. Meetings will be held at a suitable venue, as agreed by the Committee.
7. Copies of minutes shall be distributed to each Committee Member.
8. The Notice of Meeting shall be prepared and circulated by the Secretary.
9. If a date and time was set at the previous Meeting, the actual date and time may be varied to suit Committee needs. However, a minimum of two (2) working days notice is to be given for changes to Meeting dates.
10. The Chairperson may also notify that a Meeting is to be held at some other time and if this occurs, the Secretary shall see that the appropriate notification is distributed.
11. At the written request of two (2) Committee Members, the Chairperson shall convene an Extraordinary General Meeting. The request must stipulate the purpose of the Meeting.

9.1a Non-Committee Members' Attendance at Committee Meetings

1. Persons other than Committee Members will be allowed to attend Meetings subject to:
 - Prior agreement by the Committee
 - Agreement at or between Meetings subject to consultation and agreement by the Committee.
2. Such persons may have special knowledge, advice or information to benefit members or come as an observer. Part of this Meeting may be in closed session, where ordinary members are excluded (see section 9.1, item 5 of this Constitution).
3. Permission to attend the meeting can be withdrawn at any time by the Committee.

9.2 Management Committee Meeting Agenda

- 1 All agenda items should be submitted to the Chairperson or the Secretary at least seven (7) days before a Meeting.
- 2 Members submitting items must ensure the content is given in sufficient detail so as to assist all Committee Members in understanding the issue raised. Additional supportive information may assist the Committee in resolving any issues.
- 3 If a Committee Member wishes to raise an item that is not on the agenda, it is at the Committee's discretion to determine an appropriate course of action. That action may include deferring the item to the next meeting, or including it in the meeting's business without notice.

9.3 GENERAL MEETINGS

(a) Annual General Meetings

1. The Club must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
2. The Annual General Meeting is to be convened at a place, date and time as the Committee determines.
3. Notice for convening an Annual General Meeting must be provided to members in writing. **Voting eligibility is set out in section 9.6, of this Constitution.**
4. The agenda of the Annual General Meeting must include:
 - Confirmation of the minutes of the last preceding Annual General Meeting and of any Extraordinary General Meetings held since that meeting;
 - Committee reports on the activities of the Club during the last preceding financial year;
 - Treasurer's financial statement and Auditor's Report; and
 - The election of the next year's Management Committee.
5. Copies of reports and minutes to be available to members attending the Annual General Meeting upon request.

b) Extraordinary General Meetings

1. The committee may, whenever it thinks fit, convene an extraordinary general meeting of the Club.
2. The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Extraordinary General Meeting of the Club.
3. A requisition of members for a Extraordinary General Meeting:
 - must state the purpose or purposes of the meeting, and
 - must be signed by the members making the requisition, and
 - must be lodged with the secretary, and
 - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the committee fails to convene an Extraordinary General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene an Extraordinary General Meeting to be held not later than 3 months after that date.
5. An extraordinary general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as an Extraordinary General Meetings are convened by the committee.

c) Quorum for Annual General and Extraordinary General Meetings

1. No item of business is to be transacted at an Annual General or Extraordinary Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
2. Five members present (being members entitled under this constitution to vote at an **Annual General and Extraordinary Meetings** meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members—is to be dissolved, and

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- (b) 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.
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.

d) Special Resolution

A Special Resolution must be passed by a two thirds majority of the Members who are entitled to vote and:

- i. Are present at the Meeting; or
- ii. Have submitted a Proxy Appointment Form.

9.4 Notice of Meetings

1. The Secretary must give a notice in writing of a Meeting to each financial Club member. It must specify the place, date and time of the Meeting and the nature of the business proposed.

This must be:

- At least fourteen (14) days prior to the Annual General Meeting or **Extraordinary General Meeting** if the nature of the business proposed for an **Annual General Meeting** or **Extraordinary General Meeting does not** require a Special Resolution; and
 - At least twenty one (21) days prior to the Annual General Meeting or **Extraordinary General Meeting** if the nature of the business proposed for an **Annual General Meeting** or **Extraordinary General Meeting does** require a Special Resolution.
2. No business other than that specified in the notice convening an Extraordinary General Meeting is to be transacted at the Meeting.
3. A member desiring to bring any business before an Extraordinary General Meeting must give notice in writing of that business to the Secretary before the notice is sent to members.

9.5 Decision-making Procedures

- 1 Decisions relating to procedural matters concerning the operation of the Committee will be made by unanimous agreement of the Committee.
- 2 When each item is discussed, the Chairperson, as far as practicable, must ensure the topic is adhered to and no side discussions and other issues are entered into.
- 3 Any Committee Member has the right to have their disagreement with a decision recorded in the Meeting minutes.
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9.6. Voting

1. Each financial member over eighteen (18) years is entitled to attend and vote at Annual General Meeting and Extraordinary Meeting: **EXCEPTION:** New Financial Members are **not eligible vote** at Annual General Meeting and Extraordinary General Meetings, for a period of 4 (four) months following acceptance of membership;
 2. Financial members are entitled to vote, subject to section 9.6.1, of this constitution, by either of the following methods:
 - Personally attending the Meeting and casting a direct vote; or
 - Appointing a proxy, where the proxy personally attends the Meeting and casts a vote on behalf of the member;
 3. **Proxy votes will be accepted** subject to section 9.6. 1 of this constitution, if received by the Committee up to thirty(30) minutes prior to the start of the meeting.
The following conditions apply:
 - A person must be a Member entitled to vote to be appointed as a proxy. **A Member cannot hold more than five (5) member's proxies.**
 - Only one (1) person can be appointed as a proxy per vote.
 - A person appointed as a proxy must not appoint another person to act in their stead.
 - A proxy is not authorised to vote on behalf of the Member if the Member who appointed the proxy attends the relevant Meeting personally
 4. Proxy votes must be in writing utilising the **Proxy voting form** available from the Secretary or downloaded from the Club's website, and must clearly:
 - Identify the Member and their proxy;
 - Be personally signed and dated by the Member and proxy; and
 - Be submitted to the Committee at least thirty (30) minutes prior to the start of the meeting
 - *Example:- Proxy Votes can be used in the following circumstances.*
 - Member ill health;
 - Member away travelling at time of Meeting;
 - Clashing work commitments;
 5. **Postal Voting is not allowed under this constitution.**
 6. Voting will be by a written ballot. Pre-prepared ballot papers shall be issued to eligible Members, subject to section 9.6.1 of this Constitution, at the Meeting.
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9.7. Returning Officer

- a) The Returning Officer is elected from the eligible Members in attendance at the Meeting, prior to the commencement of voting.
 - b) This Returning Officer shall have the casting vote if any vote is tied, except if the vote is for the election of the position of President.
 - c) In this case, Club Members will be asked to resubmit their votes and a second count will take place.
 - d) In the event of a second tied vote for the election of a President, the Returning Officer presiding over the Annual General Meeting shall exercise a second casting vote.
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9.8 Special Resolution

A Special Resolution must be passed by a two thirds majority of the Members who are entitled to vote and:

- Are present at the Meeting; or
- Have submitted a Proxy Appointment Form

10 CHANGES TO THE CONSTITUTION AND RULES

Changes to this Constitution will only be made by Special Resolution at an Extraordinary General Meeting.

10.1 Constitution

1. The procedure for making any changes to the Constitution shall be as follows:
 - The proposed change is to be circulated to all Committee Members to enable a full understanding of the need for change;
 - The proposed change is tabled at the next Committee Meeting;
 - The proposed change is accepted by a three quarters majority of the full Committee, at the next regular Meeting or special Meeting convened for that purpose and a date set for an Extraordinary General Meeting at which Members may vote;
 - A Notice of Intention to Alter the Constitution must be made in writing to all Members at least six (6) weeks before the Extraordinary General Meeting and must include the proposed changes;
 - Any Special Resolution must be passed by a two thirds majority of the Members who:
 - a) Are entitled to vote at the Extraordinary General Meeting and;
 - b) Are present at the meeting; or
 - c) Have submitted a Proxy Appointment Form.

 2. All changes to the Constitution must pay due regard to the requirements of law in the state of New South Wales.
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10.2 Rules for Weekly Meetings, Events and Functions

1. In addition to this Constitution, the Club will maintain a set of rules that will determine the running of its weekly Meetings, functions and events organised by the Club.
2. These rules may be changed, amended and updated at any time by unanimous agreement of the Committee.
3. These rules are documented in Addendum A -Rules for Weekly Meetings, Events and Functions. **These rules can be found on the club notice board or downloaded from website.**

11 INTERPRETATION OF THE CONSTITUTION AND RULES

1. The decision of the Committee on the structure and interpretation of the Club's Constitution and any rules made under it will be conclusive and binding, unless and until the structure or interpretation is overturned by Special Resolution at an Annual General Meeting or Extraordinary General Meeting.
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11.1 Circumstances Not Provided For

The Committee will ascertain the necessary procedures to be undertaken for the best interests of the Club in the event that any circumstances arise that are not covered by this Constitution.

1. These procedures must be documented at an Ordinary Meeting of the Committee and will stay in effect, unless:
 - New procedures are determined by the Committee; or
 - New procedures are determined by Resolution at an Annual General Meeting or Extraordinary General Meeting.
2. Consideration must be given by the Committee to include any new procedures in the Club's Constitution or rules for weekly Meetings, events and functions. If necessary the Model Rules for Incorporated Associations provided by the Office of Fair Trading in New South Wales will be enforced until the Committee meets.

12 DISSOLUTION OF THE CLUB

1. The Club will be dissolved if either of the following occurs:
 - A Resolution is passed by an eighty per cent (80%) majority of eligible Members of this Constitution) at an Extraordinary General Meeting;
 - The Executive Committee cannot be established (refer section 6.3, item 9 of this Constitution), or
 - The Club becomes insolvent.
- 2 Any proposal for the dissolution of the Club must be submitted in writing to the Committee.
- 3 If the Committee determines there is justification that the Club be dissolved, the Committee must then notify all Members in writing of the intent to dissolve the Club. This must occur at least four (4) weeks prior to the Extraordinary General Meeting.
- 4 If the Members decide the Club should be dissolved, its assets (after all debts have been cleared) will be passed to the Department of Fair Trading for Governor General approval of the Club's request that bank account finances and proceeds from sold equipment be donated to one or more recognised charities, as determined at the Extraordinary General Meeting.
- 5 The Act prohibits the distribution of assets to any Member or former Member, unless they belong to another registered charity or non-profit organisation to which those assets are to be donated.
- 6 If a Government department or public authority has provided assets, such as grant funding, the association must return the remaining cash portion, if any, to that agency, or body nominated by the agency.
- 7 The former Committee must exercise the necessary action to dissolve the club.

13 MEMBERS' LIABILITY

The liability of members to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club shall be limited to the amount, if any, of the membership fee not paid, for the current financial year.

14 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

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.
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.

15. USE OF TECHNOLOGY

1. Under this constitution, technology will be used when and if it becomes appropriate for the Management Committee needs.
2. Communication with the committee and members is already in use.