

ORANGE RUNNERS CLUB

CONSTITUTION

Under the Associations Incorporation Act 2009

Adopted: Annual General Meeting dated 22 April 2018 (Version 1.0)

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PART 1 PRELIMINARY

1.1 Name of the Club

The name of the Club is Orange Runner’s Club Incorporated (Club).

1.2 Definitions

I. In this Constitution:

Act means the *Associations Incorporation Act 2009*.

Adult Member means a registered, financial Member of the Club who is 18 years or older.

Committee means the body managing the Club as elected at the Annual General Meeting.

Constitution means this Constitution of the Club.

Club means Orange Runner’s Club.

Financial Year 1 April to 31 March.

General Meeting means the annual or any special general meeting of the Club.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

Junior Member means a registered Member of the Club who is 17 years or younger.

Life Member means an Individual appointed as a Life Member of the Club under clause 2.2, plus those individual members already appointed as Life Members by the Club.

Member means a current financial Member of the Club for the time being under clause 2.1.

Objects means the Objects of the Club in clause 1.4.

Office-bearer a member holding a position of authority within the committee composition refer to clause 3.2iii

Ordinary Committee Member means a member of the committee who is not an office-bearer of the Club.

Public Officer means the person appointed to be the public officer of the Club in accordance with the Act.
Note: as appointed at the first committee meeting.

Register means a register of Members kept and maintained in accordance with clause 2.7.

Regulation means the *Associations Incorporation Regulation 2016*.

Special general meeting means a general meeting of the Club other than an annual general meeting.

Special Resolution means a Special Resolution defined in the Act.

II. In this constitution:

- a. a reference to a function includes a reference to a power, authority and duty, and
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c. 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.

1.3 Affiliation

The Club shall be affiliated to such organisations as the Committee may from time to time decide.

1.4 Objects

(1) The Objects of the Club are established to:

- To endeavour to provide at least two (2) timed runs per week for members to participate.
- To ensure a safe and supportive environment for members to achieve their fitness and health goals.
- To be financially viable.
- To recognise the achievements of members throughout the year and at the annual presentation.
- To consider the public interest in our decision making.
- Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

1.5 Club Colours

The colours of the Club shall be predominantly orange and charcoal.

1.6 Club Motto

The club motto is” together we achieve individual goals”.

PART 2 MEMBERSHIP

2.1 Membership general

- I. Members shall be classed as follows:
 - a. Adult Members;
 - b. Junior Members; or
 - c. Life Members.
- II. Adult Members:
 - a. Must be 18 or over as of the commencement of the club’s financial year; and
 - b. Who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.
- III. Junior Members:
 - a. Must be 17 years or younger as of the commencement of the club financial year; and
 - b. Who, subject to this Constitution, shall have no right to receive notice of General Meetings and no right to debate or vote at General Meetings
- IV. Life Members:
 - a. Who, subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

2.2 Life Members

- I. An application may be made to the Secretary by a financial member of the Club nominating a member of the Club for Life Membership. Such an application is to include a seconder and be received by the Committee no later than 8 weeks prior to the Annual Club presentation.
- II. For a member to be considered for life membership must they must have been a financial member of the Club for at least ten (10) years.
- III. The following criteria should also be considered by the Committee in assessment of the application:
 - a) Held an executive committee position on either the Club or the Orange Running Festival (or previously Orange Colour City Running Festival); and
 - b) Made significant contributions to the Club (e.g. timing, newspaper articles, course marking).
- IV. The process for determining life membership is as follows:
 - a) The Committee will assess the application for life membership based on the criteria identified in subclause (II) and (III).
 - b) Life Membership will be announced and awarded at the next Annual Club Presentation.
 - c) All nominations to be treated in the strictest of confidence.
- V. Retraction of a Life Membership Award may occur where the recipient has conducted him/herself in a manner that reflects directly and adversely on the image or activities of the Club. This provision will only be exercised in exceptional circumstances and will require the full support of the Club Office Bearers to be enacted. As part of the deliberations, the Life Member in question is also to be given an opportunity to present their case for retention of their Life Membership status to the Committee prior to final decision.
- VI. Benefits of Life Membership:
 - a) Award of the Life Membership at the Club Annual Presentation.
 - b) Exemption from Club membership fees.

2.3 Registration for membership

- I. A registration for membership must be submitted via the electronic platform as adopted by the Committee accompanied with the approved fee for the financial year. In exceptional circumstances alternative options will be considered by the committee on a case by case basis;
- II. Upon receipt of the registration and payment of the approved fee for the financial year, the applicant becomes a member of the Club (and they are added to the Clubs register of members).

2.4 Cessation of membership

- I. A person ceases to be a member of the Club if the person:
 - a. Dies, or
 - b. Resigns their membership, or
 - c. Is expelled from the Club, or
 - d. Fails to pay the annual membership fee under clause 2.8 by the due date.

2.5 Membership entitlements

- I. is non-transferrable to another person, and
- II. Terminates on cessation of the person's membership.

2.6 Resignation of membership

- I. A member of the Club may resign their membership at any time from the club
- II. Membership fees are non-refundable

2.7 Register of members

- I. The Committee must establish and maintain a register of members of the Club (in electronic form) specifying the name, address, contact phone number and email address of each member of the Club and the date the person became a member.
- II. The register of members must be kept in a secure and electronic format.
- III. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.
- IV. The register of members is kept in electronic format and must be convertible to hard copy.

2.8 Registration Fees

- I. The Committee is to set the fees and notify members a minimum of one month prior to the upcoming financial year, taking into consideration the clubs current financial status and future planning activities.
- II. Members (other than Life Members) are required to renew their membership annually in accordance with the Club's financial year.
- III. The Club will provide a pro-rata membership fee schedule (for 6 months (1st October onwards) and 3 months (1st January onwards) memberships).

2.9 Members' liabilities

- I. The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club's or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 2.8.

2.10 Resolution of disputes

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

2.11 Disciplining of members

- I. A complaint may be made to the Committee by any person that a member of the Club:
 - a) Has refused or neglected to comply with a provision or provisions of this Constitution, or
 - b) Has wilfully acted in a manner prejudicial to the interests of the Club.
- II. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- III. If the Committee decides to deal with the complaint, the Committee:
 - a) Must cause notice of the complaint to be served on the member concerned, and
 - b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - c) Must take into consideration any submissions made by the member in connection with the complaint.
- IV. The Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- V. If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 2.12.
- VI. The expulsion or suspension does not take effect:
 - a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) If within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 2.12, whichever is the later

2.12 Right of appeal of disciplined member

- I. A member may appeal to the Club in general meeting against a resolution of the Committee under Clause 2.11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- II. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- III. On receipt of a notice from a member under subclause (I), the secretary must notify the committee, which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.

- IV. At a general meeting of the Club convened under subclause (III):
 - a) No business other than the question of the appeal is to be transacted, and
 - b) The Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- V. The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART 3 THE COMMITTEE

3.1 Powers of the Committee

- I. Subject to the Act, the Regulation, this constitution and any resolution passed by the Club in general meeting, the Committee:
 - a) Is to control and manage the affairs of the Club, and
 - b) May exercise all the functions that may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club, and
 - c) Has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.

3.2 Composition and membership of Committee

- I. The committee is to consist of:
 - a) the office-bearers of the Club, and
 - b) at least 3 ordinary committee members,each of whom is to be elected at the annual general meeting of the Club under clause 3.4.
Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.
- II. The total number of Committee members is to be 7.
- III. The office-bearers of the Club are as follows:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
- IV. A Committee member may hold up to 2 offices (other than both the offices of President and Vice-President).
- V. There is no maximum number of consecutive terms for which a Committee member may hold office.
- VI. Each member of the Committee is, subject to this Constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election.
- VII. The following Auxiliary Members are to be elected at the annual general meeting of the Club:
 - a) Timing Coordinator
 - b) Assistant Timing Coordinator
 - c) Publicity Officer/s
 - d) Course Marker/s
 - e) Website Coordinator
 - f) Social Media Coordinator
 - g) Uniform Coordinator
 - h) Member Recognition Coordinator
 - i) Trail Running Coordinator
 - j) Health and Safety Coordinator

VIII. The public officer is to be elected at the first committee meeting after the annual general meeting.

A public officer is both the official point of contact for the Club and must be one of the authorised signatories. The public officer must be a committee member. The public officer is responsible for:

- Notifying Fair Trading of any change in the Clubs official address within 28 days.
- Collecting all Club documents from former committee members and delivering the documents to the new committee member.
- Returning all Club documents to a committee member within 14 days, upon vacating office.
- Acting as the official contact for the Club, including taking delivery of documents served on the Club and bringing them to the attention of the committee as soon as practicable.
- Custody of any documents as required by the constitution.

3.3 Composition and membership of Orange Running Festival Subcommittee

I. The Orange Running Festival Subcommittee is to consist of:

- the office-bearers of the Orange Running Festival subcommittee, and
- at least 3 ordinary committee members,

each of whom is to be elected at the annual general meeting of the Club under clause 3.4.

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

II. The total number of Orange Running Festival Subcommittee members is to be 7.

III. The office-bearers of the Orange Running Festival Subcommittee are as follows:

- Coordinator
- Assistant Coordinator
- Secretary
- Treasurer

IV. A committee member may hold up to 2 offices (other than both the offices of Coordinator and Assistant Coordinator).

V. The officer bearers of the Orange Running Festival subcommittee may recruit any member (or non-member) on an as needs basis to undertake any role that ensures the successful delivery of the Orange Running Festival.

VI. There is no maximum number of consecutive terms for which a Subcommittee member may hold office.

VII. Each member of the Subcommittee is, subject to this Constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election.

VIII. The objects of the sub-committee are:

- To deliver a successful and sustainable annual running festival that covers a range of distances.
- To be financially viable with the ability to support local organisations where possible.
- To encourage health and fitness through participation in the Festival.
- To develop a Festival that is an anticipated event on the annual running calendar.

3.4 Election of Committee members

I. Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:

- a) Must be nominated and seconded.
- b) Must accept the nomination.

- II. If insufficient nominations are received, any vacant positions remaining on the Committee are required to be filled as a casual vacancy.
- III. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held by a show of hands. The nominees are required to leave the room whilst the ballot is conducted.
- IV. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be a member of the Club.

3.5 Secretary

- I. The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his/her address.
- II. It is the duty of the secretary to keep minutes (whether in written or electronic form)) of:
 - a) all appointments of office-bearers and members of the Committee (or Subcommittee), and
 - b) the names of members of the Committee present at a Committee (or Subcommittee meeting or a general meeting, and
 - c) all proceedings at Committee (or Subcommittee) meetings and general meetings.
- III. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- IV. The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (III).

3.6 Treasurer

- I. It is the duty of the treasurer of the Club to ensure:
 - a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
 - b) 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.

3.7 Casual vacancies

- I. In the event of a casual vacancy occurring in the membership of the Committee (or Subcommittee), the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- II. A casual vacancy in the office of a member of the Committee occurs if the member:
 - a) dies, or
 - b) ceases to be a member of the Club, or
 - c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - d) resigns office by notice in writing given to the secretary, or
 - e) is removed from office under clause 3.8, or
 - f) becomes a mentally incapacitated person, or
 - g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i) 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.
- III. Where a casual vacancy exists, the Secretary (or President) will call for an Expression of Interest (EOI) of the vacant role(s) providing the members of the Club with two (2) weeks to submit their application. The office bearers will then meet to review the applications and provide a response back to applicants within two weeks and communication to all Club members within three weeks.

3.8 Removal of Committee members

- I. The Club in a general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office the vacant position is to be filled via the casual vacancy process.
- II. If a member of the Committee to whom a proposed resolution referred to in 3.8 (I) relates to, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

3.9 Committee meetings and quorum

- I. The Committee must meet a minimum of 4 times in each period of 12 months at the place and time that the Committee determines.
- II. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- III. Oral or written notice of a meeting of the Committee must be given by the Secretary (or nominee in their absence) to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- IV. A quorum is four members of the committee or subcommittee structure, two of which must be office bearers.
- V. No business is to be transacted unless a quorum is present.
- VI. At a meeting of the Committee:
 - a. the President or, in the President's absence, the Vice-President is to preside, or
 - b. if the President and the Vice-President are absent or unable due to a conflict of interest) to act, one of the remaining office bearers is to preside

3.10 Appointment of Club members as Committee members to constitute a quorum

- I. If at any time the number of committee members is less than the number required to constitute a quorum for a Committee meeting, the existing Committee members may appoint a sufficient number of members of the Club as Committee members to enable the quorum to be constituted
- II. This clause does not apply to the filling of a casual vacancy to which clause 3.7 applies.

3.11 Use of technology at committee meetings

- I. A committee meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the Committee's members a reasonable opportunity to participate.
- II. 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.

3.12 Delegation by Committee to Subcommittee

- I. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:
 - a) this power of delegation, and
 - b) a function which is a duty imposed on the Committee by the Act or by any other law or by resolution of the club in a General Meeting.

- II. A function the exercise of which has been delegated to a Subcommittee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- III. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- IV. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- V. Any act or thing done or suffered by a Subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- VI. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- VII. A Subcommittee may meet and adjourn as it thinks proper.

3.13 Voting and decisions

- I. Questions arising at a meeting of the Committee or of any Subcommittee appointed by the committee are to be determined by a majority of the votes of members of the Committee or Subcommittee present at the meeting.
- II. Each member present (regardless of how many positions they hold) at a meeting of the Committee or of any Subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- III. Subject to Clause 3.9 (IV), the Committee may act despite any vacancy on the Committee.
- IV. All decisions made by a Committee member are valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-committee.

PART 4. GENERAL MEETINGS

4.1 Annual general meetings - holding of

- I. The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- II. The Club must hold its annual general meeting:
 - a) within 3 months after the close of the Club’s financial year but no earlier than one month.
Clause 5.10.

Note: this allows for members to register (pay all monies due) for the current period to allow to be a voting member

- b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

4.2 Annual general meetings - calling of and business at

- I. The annual general meeting of the Club is, subject to the Act and to clause 4.1, to be convened on the date and at the place and time that the Committee thinks fit.
- II. The business at an annual general meeting shall be:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b) to receive from the Committee reports on the activities of the Club during the last preceding financial year,
 - c) to elect office-bearers, ordinary members and auxiliary members of the Club and the Orange Running Festival Subcommittee,
 - d) to receive and consider any financial statement(s) or report(s) required to be submitted to members under the Act, including the Club or any subcommittee,
 - e) to receive other business items from Club members. The elected Committee reserves the right to take the question on notice and report back within a reasonable time. If the members feel the time has been too long then they can request a special general meeting.
- III. An annual general meeting must be specified as that type of meeting in the notice convening it.

4.3 Special general meetings - calling of

- I. The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- II. The Committee must, on the requisition of at least 5% of the total number of eligible voting members, convene a special general meeting of the Club.
- III. A requisition of members for a special general meeting:
 - a) must be in writing, and
 - b) must state the purpose or purposes of the meeting, and
 - c) must be signed by the members making the requisition, and
 - d) must be lodged with the Secretary, and
 - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- IV. If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- V. A special general meeting convened by a member or members as referred to in subclause (IV) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

VI. For the purposes of subclause (III):

- a) a request may be in electronic form, and
- b) a signature may be transmitted, and a request may be lodged, by electronic means.

4.4 Notice

- I. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- II. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (I), the intention to propose the resolution as a special resolution.
Note. A special resolution must be passed in accordance with section 39 of the Act.
- III. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 4.4(II)
- IV. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.5 Quorum for general meetings

Note. General meetings include an annual general meeting and a special general meeting.

- I. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- II. Twenty eligible voting members present constitute a quorum for the transaction of the business of a general meeting.
- III. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members—is to be dissolved, and
 - b) in any other case—is to stand adjourned to be held within one month and written communication to members within one week.
- IV. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting,
 - a) If convened on the requisition of the committee – is to be dissolved, and
 - b) If any other case – is to stand adjourned to be held within one month and written communication to members within one week.

This process will continue until a quorum is present.

4.6 Chairperson

- I. The President or, in the President’s absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- II. If the President and the Vice-President are absent or unwilling to act,
 - a) the President or, in the President’s absence, the Vice-President is to preside, or
 - b) if the President and the Vice-President are absent or unable due to a conflict of interest to act, one of the remaining office bearers is to preside.

4.7 Adjournment

- I. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- II. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- III. Except as provided in subclauses (I) and (II), 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.

4.8 Making of decisions

- I. A question arising at a general meeting (that has not been taken on notice) of the Club is to be determined by:
 - a) a show of hands or,
 - b) if the meeting is one to which clause 4.12 applies, any appropriate corresponding method that the committee may determine, or
 - c) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- II. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- III. Subclause (II) applies to a method determined by the committee under subclause (I) (a) in the same way as it applies to a show of hands.
- IV. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.9 Special resolutions

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

4.10 Voting

- I. On any question arising at a general meeting of the Club a member has one vote only.
- II. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- III. A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.
- IV. A junior member is not entitled to vote at any general meeting of the Club.

4.11 Proxy votes not permitted

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

4.12 Postal or electronic ballots

- I. The Club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than a disciplinary related matter).
- II. A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

4.13 Use of technology at general meetings

- I. A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the Club's members a reasonable opportunity to participate.
- II. A member of a Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

PART 5 MISCELLANEOUS

5.1 Insurance

- I. The Committee will effect and maintain reasonable public liability insurance as required by NSW Athletics Australia, or any other subsequent names, and will review each financial year.

5.2 Funds - source

- II. The funds of the Club are to be derived from membership fees from members, donations and, subject to any resolution passed by the Club in general meeting, any other sources that the Committee determines.
- III. All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
Note: with the exception of any operating costs of any online registration platform for membership fees.
- IV. The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

5.3 Funds – management

- I. Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Committee determines.
- II. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.
- III. All internet banking transactions may be undertaken by one authorised Committee member.

5.4 Club is non-profit

- I. Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.
Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause.

5.5 Distribution of property on winding up of Club

- I. Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club may be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- II. In this clause, a reference to the surplus property of a Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the Club.
Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Club.

5.6 Change of name, objects and constitution

- I. An application for registration of a change in the Club's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

Note: Any change to this Constitution must be made in accordance with Section 10 of the Act by way of special resolution at the Clubs annual general meeting.

5.7 Custody of books

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

- b) if the Club has no premises, at the home of the designated officer bearer (or Committee member) for the relevant records, books and/or other documents.

5.8 Inspection of books etc

- I. The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
 - a) records, books and other financial documents of the Club,
 - b) this Constitution,
 - c) minutes of all Committee meetings and general meetings of the Club.
- II. A member of the Club may obtain a copy of any of the documents referred to in subclause (I) on payment of a fee of not more than \$1 for each page copied.
- III. Despite subclauses (I) and (II), the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

5.9 Service of notices

- I. For the purpose of this Constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally, or
 - b) by sending it by pre-paid post to the address of the person, or
 - c) by sending it by email to an address specified by the person for giving or serving the notice.
- II. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c) in the case of a notice sent by email on the date it was sent or, if the server from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

5.10 Financial year

- I. The financial year of the Club is from the 1 April until 31 March in the following year.