

## **SAMPLE CLUB CONSTITUTION**

### Association Manual **3.1 Appendix**

#### **SAMPLE CLUB CONSTITUTION**

(Format as approved by ONSW)

This sample Club Constitution is to be used for clubs seeking affiliation with ONSW.

It presumes that clubs are seeking incorporation and as such reference has been made to NSW Fair Trading ([www.fairtrading.nsw.gov.au](http://www.fairtrading.nsw.gov.au)) for their constitution requirements.

These may change from time to time so clubs should check the NSW Fair Trading website to ensure they have the most current information.

This version reflects requirements under the *Associations Incorporation Act 2009*, and in particular *Schedule 1* as at 7 March 2024.

# CONSTITUTION OF **[insert full legal name of Club]**.

## 1 Name

- (1) The name of the Club shall be **[insert full legal name of Club]**, otherwise known as **[insert abridged name of Club]**.

## 2 Objects

- (1) The objects of the Club shall be to promote enjoyment of the sport of orienteering particularly within the region of [insert appropriate text].

## 3 Affiliation

- (1) The Club shall affiliate with Orienteering NSW Inc. (ONSW) and shall abide by the Constitution and Rules of that body.

## 4 Definitions

- (1) In this constitution:

**Annual General Meeting (AGM)** means the annual general meeting of the Club held in accordance with clause 27.

**authorised signatory** means a person appointed under section 36 of the *Act* as an authorised signatory for the Club, and includes the Club's Public Officer

**Club** means **[insert full legal name of Club]** otherwise known as **[insert abridged name of Club]**.

**Committee** means the governing body of the Club.

**Committee Member** means an Office-bearer or Ordinary Committee Member.

**Executive** means President, Secretary and Treasurer of the Club.

**exercise** a function includes perform a duty.

**function** includes a power, authority or duty.

**Junior Member** means an individual who turns twenty years of age or less during the current membership year.

**Member** means a member for the time being of the Club under clause 5.

**Office-bearer** means a Committee Member who is elected to one of the three positions within the Executive.

**Ordinary Committee Member** means a Committee Member who is not an Office-bearer.

**ONSW** means Orienteering NSW Incorporated

**Public Officer** means the person appointed to be the public officer for the Club in accordance with the *Act*

**Register of Members** means the register of members maintained under clause 7.

**Secretary** of the Club means the person holding office under this constitution as Secretary, or if no person holds that office then the Public Officer of the Club.

**Senior Member** means an individual who turns twenty one years of age or more during the current membership year.

**Special General Meeting (SGM)** of the Club, means a general meeting of the Club other than an annual general meeting.

**subcommittee** means a subcommittee of the Club established under clause 20.

**surplus property** means the property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up or dissolution of the Club.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2022*.

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

## 5 Membership

- (1) Any person may apply to be a member of **[insert abridged name of Club]** by applying for membership of ONSW, agreeing to abide by ONSW's Rules and Regulations, nominating **[insert abridged name of Club]** as their nominated club, and paying the appropriate fee.
- (2) The application by a person to be a member of the Club (and ONSW) must be made in the form determined by ONSW.
- (3) The application may be made or lodged by email or other electronic means.
- (4) The ONSW Public Officer must cause the applicant's name to be entered in the ONSW Register of Members as soon as practicable after the applicant pays the relevant membership fee in accordance with clause (6).
- (5) The applicant becomes a member once the applicant's name is entered in the register.
- (6) A right, privilege or obligation that a person has because the person is a member of the Club cannot be transferred to another person, and terminates once the person ceases to be a member of the Club.
- (7) A person ceases to be a member of the Club if the person:
- (a) dies, or
  - (b) is expelled from the Club, or
  - (c) fails to pay the membership fee payable under clause 6 within the due date.

## 6 Membership Fees

- (1) A member must pay a membership fee for membership to the Club and ONSW as offered by ONSW at the time of membership application or renewal.
- (2) The membership offering will be for a Full Year Membership being 1 January to 31 December of the calendar year.

## 7 Register of Members

- (1) The ONSW Public Officer ensures a register of ONSW members is established and maintained. The register may be electronic. The Public Officer for the Club will be provided access to the Register of Members by ONSW in order to establish and maintain a Register of Members of the Club.
- (2) The register must include, for each member:
- (a) member name,

- (b) residential or postal address,
  - (c) category of membership (Senior, Junior, Life),
  - (d) email address, and
  - (e) year that the person became a member.
- (3) The register must be kept in New South Wales at the Club's official address. It must be available for inspection, free of charge, by members at a reasonable time, and if kept in electronic form must be able to be converted to hard copy.
- (4) Having regard to the Act, confidentiality considerations and privacy laws, inspection of the register shall only be available as required by the Act and under clause 42. If permitted, only an extract of the register shall be made available for inspection (not copying) by members, upon reasonable request.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
- (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the Club, or
    - (iii) other material relating to the Club, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **8 Members' liabilities**

- (1) The liability of a member of the Club to contribute to the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up or dissolution of the Club is limited to the amount of any outstanding fees for the member under clause 6.

## **9 Disciplinary action against members**

- (1) A person may make a complaint to the committee that a member of the Club has:
- (a) failed to comply with a provision of this constitution, or
  - (b) wilfully acted in a way prejudicial to the interests of the Club.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
- (a) serve notice of the complaint on the member, and
  - (b) give the member at least fourteen days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
  - (c) consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the Club or suspend the member's membership if, after considering the complaint, the committee is satisfied that the facts alleged in the complaint have been proved, and the expulsion or suspension is warranted.

- (5) If the committee expels or suspends the member, the Secretary must, within seven days of that action being taken, give the member written notice of the action taken, the reasons given by the committee for taking the action, and the member's right of appeal under clause 10.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
  - (b) if the member exercises the member's right of appeal within the period then the day the Club confirms the resolution under clause 10.

## **10 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the committee under clause 9 by lodging a notice of appeal with the Secretary within seven days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The Secretary must notify the committee that the Secretary has received a notice of appeal, and the committee must call a general meeting of the Club to be held within 28 days of the day the notice was received.
- (4) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
  - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the members.

## **11 Resolution of internal disputes**

- (1) The Club shall initially try to resolve any disputes between members of the Club (in their capacity as members), or disputes between members and the Club.
- (2) If the Committee cannot resolve such a dispute the dispute must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation.

## **12 Functions of committee**

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the Club in general meeting, the committee:
  - (a) is to control and manage the affairs of the Club, and
  - (b) may exercise all the functions that may be exercised by the Club, other than a function that is required to be exercised by the Club in general meeting, and
  - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Club.

### **13 Composition of committee**

- (1) The committee must have three Office-bearers, as elected in accordance with clause 14, consisting of President, Secretary, and Treasurer as the Executive.
- (2) Additional committee members may be elected for specific purposes, also in accordance with clause 14.
- (3) An Office-bearer may hold multiple offices simultaneously, but no more than one of the Executive positions.

### **14 Election of committee members**

- (1) Any Member of the Club aged eighteen years or older may be nominated as a candidate for election as an office-bearer or ordinary committee member. The member must ordinarily be resident in New South Wales.
- (2) The nomination must be:
  - (a) made in writing, and
  - (b) signed by at least two Senior Members of the Club (neither of which is the candidate), and
  - (c) accompanied by the written consent of the candidate to the nomination, and
  - (d) given to the Secretary at least seven days before the date fixed for the Annual General Meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected, and a call for further nominations must be made at the meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

### **15 Terms of office**

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

### **16 Vacancies in office**

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

- (d) is removed from office by the Club under this clause, or
  - (e) is absent from three consecutive meetings of the committee without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months, or
  - (i) becomes a mentally incapacitated person.
- (2) Within fourteen days of vacating office, a former Committee Member of the Club must ensure that all documents in his or her possession that belong to the Club are delivered to the Public Officer for delivery to his or her successor, or for retention by the Public Officer until the resulting vacancy is filled.
- (3) The Club in general meeting may, by resolution, remove a Committee Member from office at any time, and appoint another member of the Club to hold office for the balance of the Committee Member's term of office.
- (4) A Committee Member to whom a proposed resolution referred to in subclause (3) relates may:
- (a) give a written statement, of a reasonable length, to the President or Secretary, and
  - (b) request that the committee send a copy of the statement to each member of the Club at least seven days before the general meeting at which the proposed resolution will be considered.
- (5) If the committee fails to send a copy of a statement received under subclause (4)(a) to each member in accordance with a request made under subclause (4)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (6) The committee may appoint a member of the Club to fill a casual vacancy other than a vacancy arising from the removal from office of a Committee Member.
- (7) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

## 17 Secretary

- (1) As soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the Club confirming the Secretary's residential address.
- (2) The Secretary must keep minutes of:
  - (a) all elections of Committee Members, and
  - (b) the names of Committee Members present at a meeting of the committee or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be kept in written or electronic form.
- (4) Minutes of proceedings at a meeting must be signed, in writing or by electronic means, by the member who presided at the meeting, or the member presiding at the subsequent meeting.

## **18 Treasurer**

- (1) The Treasurer of the Club must ensure:
  - (a) all money owed to the Club is collected, and
  - (b) all payments authorised by the Club are made, and
  - (c) correct books and accounts are kept showing the financial affairs of the Club, including full details of receipts and expenditure relating to the Club's activities.

## **19 Public Officer**

- (1) The committee must appoint a Public Officer.
- (2) The Public Officer must be a Club member who is aged eighteen years or more and is ordinarily resident in New South Wales.
- (3) The Public Officer may, but need not be, a Club committee member.
- (4) The first Public Officer of the Club will be the person nominated as Public Officer in the application for registration of the Club.
- (5) Within 28 days after taking office as the Club's Public Officer (other than the first Public Officer), the Public Officer must, in accordance with the Act, notify the relevant State government authorised officer of their appointment.
- (6) If there is any change in the address of the Public Officer, notification of the new address, in accordance with the Act, must occur within 28 days of the change.
- (7) The position of Public Officer shall be vacated if:
  - (a) he or she dies, or
  - (b) he or she resigns from office in writing addressed to the Club's committee, or
  - (c) he or she is removed from office by resolution of a general meeting of the Club, or
  - (d) he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit, or
  - (e) he or she becomes a mentally incapacitated person, or
  - (f) he or she ceases to ordinarily reside in New South Wales.
- (8) Within fourteen days after vacating the office of Public Officer, a former Public Officer of the Club shall ensure that all documents in his or her possession that belong to the Club and relate to this appointment are delivered to a Committee Member of the Club.
- (9) The Club's committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises.

## **20 Delegation to subcommittees and to ONSW**

- (1) The committee may:
  - (a) establish one or more subcommittees to assist the committee to exercise the committee's functions, and
  - (b) appoint one or more members of the Club to be the members of the subcommittee.



- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.
- (3) The committee shall appoint one or more members of the Club to represent the Club as Delegate(s) at ONSW meetings, as required to meet the applicable ONSW rules.
- (4) The Delegate(s) shall attend all ONSW General Meetings and report to the next committee meeting all matters pertaining to the Club.
- (5) When voting takes place at an ONSW meeting the Club Voting Delegate(s) shall follow instructions from the Club Committee.

## **21 Committee meetings**

- (1) The committee must meet at least three times in each twelve month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any Committee Member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

## **22 Notice of committee meeting**

- (1) The Secretary must give each Committee Member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the Committee Members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) Business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) any other business that the Committee Members present at the meeting agree.

## **23 Committee Quorum**

- (1) The quorum for a meeting of the committee is half of the total number of persons entitled to attend, and must include at least two of the Committee Members holding Executive positions.
- (2) No business may be transacted by the committee unless a quorum is present and if, within half an hour of the time for the meeting, a quorum is not present, the meeting is adjourned to the same place and at the same time of the same day in the following week.
- (3) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is dissolved.
- (4) 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 Club as Committee Members to enable the quorum to be constituted.
- (5) A Committee Member appointed under subclause (4) holds office, subject to this

constitution, until the next Annual General Meeting.

- (6) This clause does not apply to the filling of a casual vacancy to which clause 16 applies.

## **24 Presiding committee member**

- (1) The President presides at a meeting of the committee. If the President is absent, one of the Committee Members present at the meeting, as elected by the other Committee Members shall preside over the meeting.
- (2) The Committee Member presiding at the meeting has a deliberative vote, and in the event of an equality of votes, a second or casting vote.

## **25 Voting at committee meetings**

- (1) 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.

## **26 Transaction of business outside committee meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all Committee Members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee Members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 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.
- (4) 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 the approval of a resolution under subclause (2), or a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.
- (6) If the need arises the Executive may make urgent decisions on behalf of the committee, such decisions shall be subject to ratification by the committee at its next meeting.

## **27 Annual General Meetings**

- (1) The Club must hold the Club's first Annual General Meeting within eighteen months of the day the Club was registered under the Act.
- (2) The Club must hold subsequent Annual General Meetings within six months of the last day of the Club's financial year:
- (3) Subject to the Act and subclauses (1) and (2), the Annual General Meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an Annual General Meeting includes the following:
  - (a) confirming the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting,

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

## **28 Special General Meetings**

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

## **29 Notice of general meeting**

- (1) The Secretary must give each member notice of a general meeting:
  - (a) if a matter to be determined at the meeting requires a special resolution then at least twenty one days before the meeting, or
  - (b) otherwise then at least fourteen days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution then that a special resolution will be proposed, and
  - (d) for an Annual General Meeting, that the meeting to be held is an Annual General Meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an Annual General Meeting the business referred to in clause 27(4).
- (4) A member may give written notice to the Secretary of business the member

wishes to raise at a general meeting.

- (5) If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a general meeting.

### **30 Quorum for General Meeting**

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

### **31 Adjourned general meetings**

- (1) 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.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least fourteen days, the Secretary must give each member oral or written notice, at least one day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **32 Presiding member at general meeting**

- (1) The President presides at a general meeting.
- (2) If the President is absent then one of the members present at the meeting, as elected by the other members, presides over the meeting.
- (3) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes, has a second or casting vote.

### **33 Voting at general meetings**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least eighteen years of age, and
  - (b) has paid all money owed by the member to the Club.
- (2) Each member has one vote, except as provided by clause 32(3)(b).

- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 34 applies then an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least five members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the Club's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member **can / cannot [delete as agreed by Club committee]** cast a vote by proxy.

### **34 Postal and electronic ballots**

- (1) The Club may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 10. The ballot must be conducted in accordance with *Schedule 2 of the Regulation*.

### **35 Transaction of business outside general meetings or by telephone or other means**

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

### **36 Change of name, objects or constitution**

- (1) The Club's name, objects or constitution shall not be changed except by a 75% majority at a Special General Meeting of the Club where at least twenty one days notice in writing of the proposed amendments has been given to all financial members. The Club must ensure that the Club Constitution, as proposed to be changed, still addresses each of the matters referred to in *Schedule 1 of the Associations Incorporation Act 2009*.

### **37 Club Funds**

- (1) The Club's funds may be derived from event entry fees, membership fees, donations, grants, sponsorships and such other sources as determined by the committee.
- (2) The Club's funds and assets must be used to pursue the Club's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the Club must deposit the money, without deduction, to the credit of the Club's authorised deposit-taking institution account.
- (4) All payments from the funds of the Club shall be authorised by any two authorised signatories.

### **38 Authorised signatories**

- (1) The Club's Public Officer is, by virtue of that office, an authorised signatory for the Club.
- (2) The Club's Executive shall, by virtue of their office, be authorised signatories for the Club.
- (3) The committee may from time to time appoint additional signatories from among the Ordinary Committee Members, and may at any time revoke any such appointment.
- (4) A person, other than the Club's Public Officer, ceases to be an authorised signatory if:
  - (a) his or her appointment as an authorised signatory is revoked, or
  - (b) he or she ceases to be a Committee Member, or
  - (c) he or she ceases to be ordinarily resident in Australia.

### **39 Insurance**

- (1) The Club may take out and maintain insurance as appropriate for the Club's assets and liabilities.

### **40 Service of notices**

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

unless the machine from which the transmission was sent produces a report indicating the notice was sent on a later date in which case the later date applies.

#### **41 Custody of records and books**

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales:
  - (a) at the Club's main premises, in the custody of either the Public Officer or another member of the Club, as determined by the committee, or
  - (b) if the Club has no premises, at the Club's official address, in the custody of the Public Officer.

#### **42 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the Club at a reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the Club,
  - (c) records, books and other documents relating to the Club.
- (2) A member may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) Despite subclause (1), the committee may refuse to allow a member to inspect or obtain a copy of a document that relates to confidential, personal, commercial, employment or legal matters, or if the committee considers it would be prejudicial to the interests of the Club for the member to do so.

#### **43 Financial year**

- (1) The Club's financial year is:
  - (a) the period commencing on the date of operational commencement of the Club and ending on the following 31 December, and
  - (b) thereafter shall commence on 1 January and end on 31 December of each year.

#### **44 Dissolution**

- (1) The Club shall be dissolved if:
  - (a) two successive years pass without an Annual General Meeting being conducted; or
  - (b) a motion to dissolve the Club is passed by a 75% majority at an Annual General Meeting of the Club where twenty one days notice in writing of the proposed dissolution has been given to all financial members.

#### **45 Distribution of property on winding up or dissolution**

- (1) Subject to the Act and the Regulation, in a winding up or dissolution of the Club, the surplus property of the Club that is:
  - (a) property supplied by a government department or public authority, including

an unexpended portion of a grant, if any, must be returned to the department or authority that supplied it, or to a body nominated by that department or authority; and

- (b) remaining surplus property must be transferred to ONSW, to be held by that body until such time as:
  - (i) the Club may be reconstituted, or
  - (ii) another club is constituted in the same area, or
  - (iii) after a period of at least two years another club is constituted in another area, or
  - (iv) after a period of at least two years, a General Meeting of ONSW members agrees to the distribution of the remaining surplus property between one or more other ONSW affiliated clubs.



## NOTES TO CONSTITUTION

Those items marked with \* are required for compliance with *Associations Incorporation Act 2009*, and in particular *Schedule 1* of said *Act*.

Those items marked with \*\*\* are required by ONSW.

1. Name \*\*\*: The name of the Club as decided by the members. [The name must not be considered unacceptable as defined by the *Associations Incorporation Act 2009*.]
2. Objects\*\*\*: The area of operation of the Club should be added. [Refer to the ONSW Constitution for additional possible wording.]
3. Affiliation\*\*\*: [This clause is a requirement for affiliation with ONSW.]
4. Definitions: For clarity
5. Membership\*: There may be restrictions placed on membership if desired by the Club. Such restrictions must not be contrary to anti-discrimination laws or ONSW membership rules. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
6. Membership fees\*: The fees to be paid by the Club's members. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
7. Register of Members\*: The register of the Club's members, and its format. [The ONSW Register of Members impacts this clause.] [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
8. Members Liabilities\*: The liability (if any) of the Club's members to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up or dissolution of the Club. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
9. Disciplinary action against Members\*: The procedure for the disciplining of the Club's members. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
10. Right of appeal against disciplinary action\*: The mechanism for appeals by members in respect of disciplinary action taken against them. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
11. Resolution of internal disputes\*: The mechanism for the resolution of disputes between members (in their capacity as members) and between members and the Club. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
12. Functions of Committee\*: [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
13. Composition of Committee\*: Other Officers may be specified in this section. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
14. Election of Committee Members\*: The election or appointment of the committee members. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
15. Terms of office\*: The terms of office of the Committee Members, including the maximum number of consecutive terms of office of any Office-bearers on the committee. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]

16. Vacancies in office\*: The grounds on which, or reasons for which, the office of a Committee Member is to become vacant, and the filling of casual vacancies occurring on the committee. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
17. Secretary: Responsibilities of the Secretary
18. Treasurer: Responsibilities of the Treasurer
19. Public Officer\*: Appointment of the Club's Public Officer, statutory notification requirements, vacancy criteria and filling of vacancy. [This clause reflects the requirements as specified in the *Associations Incorporation Act 2009*.]
20. Delegation to subcommittees and to ONSW\*\*\*: [This clause is a requirement for affiliation with ONSW.]
21. Committee meetings\*: [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
22. Notice of committee meeting\*: [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
23. Committee Quorum\*: [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
24. Presiding committee member:
25. Voting at committee meetings:
26. Transaction of business outside committee meetings or by telephone or other means:
27. Annual General Meetings\*: The quorum required may be specified differently. Other requirements should be as shown. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
28. Special General Meetings\*: The intervals between Special General Meetings of the Club's members and the manner of calling Special General Meetings. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
29. Notice of General Meeting\*: The time within which, and the manner in which, notices of general meetings and notice of motions are to be given, published or circulated. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
30. Quorum for General Meeting\*: The quorum and procedure at general meetings of the Club's members. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
31. Adjourned general meetings:
32. Presiding member at general meeting:
33. Voting at general meetings: Which members are entitled to vote at general meetings and whether vote by proxy is permitted. The committee may determine if they wish to permit vote by proxy. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
34. Postal and electronic ballots\*: The kinds of resolution that may be voted on by means of a postal or electronic ballot. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
35. Transaction of business outside general meetings or by telephone or other means: [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]

36. Change of name, objects or constitution: Requirements under the *Act* for changing the Club name, objects or any part of the Club Constitution. [This clause reflects the requirements as specified in the *Associations Incorporation Act 2009*.]
37. Club Funds\*: The sources from which the funds of the Club are to be or may be derived. The manner in which the funds of the Club are to be managed and, in particular, the mode of authorising payments on behalf of the Club. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
38. Authorised Signatories\*\*\*: Appointment of authorised signatories, and cessation of such authority. [This clause is a requirement for affiliation with NSW, and also reflects requirements in the *Associations Incorporation Act 2009*.]
39. Insurance\*\*\*: [This clause is a requirement for affiliation with NSW.]
40. Service of notices: Methodology and timing of service of notices.
41. Custody of records and books\*: The custody of books, documents and securities of the Club. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
42. Inspection of records and books\*: The inspection by the Club's members of books and documents of the Club. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
43. Financial year\* \*\*\*: The Club's financial year. [The requirement for calendar year is a requirement for affiliation with NSW.] [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]
44. Dissolution\*\*\*: Conditions for dissolution of the Club. [This clause is a requirement for affiliation with NSW.]
45. Distribution of property on winding up\* \*\*\*: Distribution of property on the winding up or dissolution of the Club. [This clause has been tailored to meet the governance requirements of NSW]. [This clause is a requirement under *Schedule 1* of the *Associations Incorporation Act 2009*.]

Adopted  
19 March 2024

Reason for update Effective 19 March 2024:

Change in name, objects or constitution, or decision to dissolve amended to 75% majority from two-thirds.  
Half membership removed.