

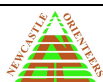


**NEWCASTLE ORIENTEERING CLUB
INCORPORATED**

CONSTITUTION

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PART 1 PRELIMINARY

1 NAME

The association shall be known as **NEWCASTLE ORIENTEERING CLUB INC** hereinafter called the Club.

2 OBJECTIVES OF THE CLUB

The objectives of the Club shall be:

1. To encourage, promote and organise the sport of orienteering in the Newcastle and Hunter Valley area.
2. To maintain affiliation with Orienteering NSW Inc (ONSW) and abide by the regulations of that body.
3. To organise at least one orienteering event per year which is sanctioned by ONSW as a State League event, as directed by ONSW.
4. To produce at least one orienteering map of an area approved by ONSW not less frequently than each three years.

3 POWERS OF THE CLUB

The powers of the Club shall be:

1. To organise and control the conduct of orienteering competition and members.
2. To select teams to represent the Club in competitions.
3. To appoint delegates to represent the Club at any meetings or discussions promoting orienteering.
4. To act alone or with other Clubs in the interests of members of the Club.
5. To suspend, disqualify or otherwise deal with any member or officer of the Club who has committed any breach of these rules which, in the opinion of the Club, is unbecoming or contrary to the interests of orienteering.
6. To impose and collect event fees and other charges from members, and collect annual membership fees on behalf of ONSW, or to borrow or raise money with or without security for the carrying out of this Constitution or for matters connected therewith.
7. To maintain the financial and other assets of the Club in a responsible manner.
8. To apply the income and property of the Club to the promotion of the objectives of the Club.
9. To enter into a contract with any bank, financial institution, person or persons for the purpose of raising or borrowing money for the advancement of orienteering within the Club, on the recommendation of the Committee and passed by the majority of those attending and eligible to vote at an Annual General Meeting or a special general meeting.

PART 2 MEMBERSHIP

4 MEMBERSHIP

1. Application for membership of the Club shall be open to any person.
2. A person is deemed to be a member of the Club pursuant to his or her application for, and approval of, membership of the Club in accordance with Clause 5.
3. Members under the age of 18 years are deemed junior and non-voting members.
4. A right, privilege or obligation which a person has by reason of being a member of the Club:
 - a) is not capable of being transferred or transmitted to another person, and
 - b) terminates on cessation of the person's membership.

5 APPLICATION FOR MEMBERSHIP

1. Persons wishing to become Club members will lodge an application for membership of ONSW and nominate to be a member of an affiliated Club, in this instance Newcastle Orienteering Club Inc.
2. Any person may apply for membership of ONSW by agreeing to abide by ONSW's rules and regulations, and paying the appropriate fee as determined by ONSW. The membership types are Senior Member, Junior Member, Family Member or Associate Member.
3. An application for membership of ONSW must be submitted to ONSW along with the annual membership fee:
 - a) Electronically via the Eventor Australia website, or
 - b) By completion of the ONSW membership form.
4. Approval or rejection of the application for membership shall be determined by ONSW's Public Officer.
5. As soon as practicable after that determination, the Public Officer of ONSW shall:
 - a) Notify the applicant in writing (including by email or other electronic means) that the application has been approved or rejected (whichever is applicable), and
 - b) Enter, or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Club.
6. Life membership may be granted to any member of the Club by a vote of the Committee. The life member's annual membership fee will be paid by the Club provided the life member continues their involvement in the sport of orienteering. The life member will complete an annual membership form and submit it to the Treasurer for forwarding to ONSW along with the appropriate membership fee.

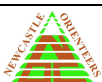
6 CESSATION OF MEMBERSHIP

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

1. dies; or
2. resigns their membership; or
3. is expelled from the Club; or
4. fails to pay the annual membership fee under Clause 5 (2) within 3 months after the fee is due.

7 RESIGNATION OF MEMBERSHIP

1. A member of the Club may resign from membership of the Club by first giving the Secretary written notice (including by email or other electronic means, if the Committee so determines) of at least 1 month (or any other period that the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.



2. If a member of the Club ceases to be a member under Subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
3. If the Secretary receives notice of a resignation of a member, the Secretary will advise the ONSW Public Officer of such resignation.

8 REGISTER OF MEMBERS

1. The Secretary of the Club shall establish and maintain a register of voting and non-voting members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each such person together with the date on which the person became a member. Membership information may be obtained from Eventor Australia using the appropriate access permission.
2. The register of members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.
3. A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
5. 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.
6. If the register of members is kept in electronic form:
 - a) It must be convertible into hard copy, and
 - b) The requirements in subclause (2) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

9 MEMBERSHIP LIABILITIES

The liability of a member of the Club 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 is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Clause 5 (2).

10 RESOLUTION OF DISPUTES

1. 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*.
2. 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.
3. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 DISCIPLINING OF MEMBERS

1. 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.

2. The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. 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 to the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
4. 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.
5. If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice (including by email or other electronic means) 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 12.
6. 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 12, whichever is the later.

12 RIGHT OF APPEAL OF DISCIPLINED MEMBER

1. A member may appeal to the Club in a general meeting against a resolution of the Committee under Clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. 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.
3. On receipt of a notice from a member under Subclause (1), 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.
4. At a general meeting of the Club convened under subclause (3),
 - 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.
5. The appeal is to be determined by a simple majority of votes cast by members of the Club.

PART 3 THE COMMITTEE

13 POWERS OF THE COMMITTEE

Subject to the Act, the Regulation, this Constitution and any resolution passed by the Club in a general meeting, the Committee:

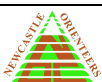
- a) shall control and manage the affairs of the Club, and
- b) may exercise all the functions that may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Club, and
- c) has power to perform all the acts and do all such things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

14 COMPOSITION AND MEMBERSHIP OF THE COMMITTEE

1. The Committee is to consist of:
 - a) the office bearers of the Club, and
 - b) at least 3 ordinary members, each of whom shall be elected at the Annual General Meeting of the Club under Clause 15.
2. The total number of Committee members is to be at least 8.
3. The office bearers of the Club are as follows:
 - a) the President
 - b) two (2) Vice Presidents
 - c) the Secretary
 - d) the Treasurerand such others as deemed appropriate.
4. A Committee member may hold up to 2 offices (other than both the offices of President and Vice-President).
5. There is no maximum number of consecutive terms for which a Committee member may hold office.
6. 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.

15 ELECTION OF MEMBERS

1. Nominations of candidates for election as office bearers of the Club or as ordinary members of the Committee:
 - a) must be made in writing, signed by two members of the Club and accompanied by written consent of the candidate (which may be endorsed on the nomination form), and
 - b) must be delivered (either in person, or by post, or by scan transmitted electronically) to the Secretary of the Club at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
2. A Returning Officer will be appointed to conduct any elections of office bearers or ordinary Committee members.
3. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
4. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.



5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
6. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
7. The ballot for the election of office bearers and ordinary members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the Committee directs.
8. A person nominated as a candidate for election as an office-bearer or as an ordinary member of the Committee must be a member of the Club.

16 SECRETARY

1. The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
2. It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - a) all appointments of office bearers of the Committee, and
 - b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - c) all proceedings at Committee meetings and general meetings.

17 TREASURER

It is the duty of the Treasurer of the Club to ensure:

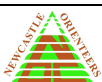
- a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- b) that correct books and accounts are kept showing the financial affairs of the Club including full details of assets, and all receipts and expenditure connected with the activities of the Club.

18 CASUAL VACANCIES

1. In the event of a casual vacancy occurring in the membership of the Committee, 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.
2. 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 19, 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.

19 REMOVAL OF COMMITTEE MEMBERS

1. 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 and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
2. If a member of the Committee to whom a proposed resolution referred to in Subclause (1) relates 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 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.

20 COMMITTEE MEETINGS AND QUORUM

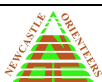
1. The Committee must meet at least 3 times in each period of 12 months at the place and time that the Committee may determine.
2. Additional meetings of the Committee may be convened by the President or by any member of the Committee.
3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting. Notice of a meeting may be transmitted using internet, social networking, SMS, or any other form of electronic carriage service.
4. Notice of a meeting given under Subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
5. Any four (4) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
6. No business is to be transacted by the Committee unless a quorum is present and if, within 30 minutes of the time appointed for the meeting, a quorum is not present the meeting stand is to stand adjourned to the same place and at the same hour of the same day in the following week.
7. If, at the adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting is to be dissolved.
8. At the meeting of the Committee:
 - a) the President or, in the President's absence, a Vice-President is to preside, or
 - b) if the President and Vice-Presidents are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting, is to preside.

21 APPOINTMENT OF CLUB MEMBERS AS COMMITTEE MEMBERS TO CONSTITUTE QUORUM

1. 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.
2. A member of the Committee so appointed is to hold office, subject to this Constitution, until the Annual General Meeting next following the date of the appointment.
3. This clause does not apply to the filling of a casual vacancy to which Clause 18 applies.

22 USE OF TECHNOLOGY AT COMMITTEE MEETINGS

1. A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
2. 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.



23 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

1. The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Club as 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.
2. A function, the exercise of which has been delegated to a sub-committee 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.
3. A delegation under this Clause may be made subject to any conditions or limitations as to the exercise of any functions, or as to time or circumstances, that may be specified in the instrument of delegation.
4. Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee 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.
6. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
7. A sub-committee may meet and adjourn as it thinks proper.

24 VOTING AND DECISIONS

1. Questions arising at a meeting of the Committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of the members of the Committee or sub-committee present at the meeting.
2. Each member present at a meeting of the Committee or any sub-committee 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.
3. Subject to Clause 20 (5), the committee may act despite any vacancy on the Committee.
4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

PART 4 GENERAL MEETINGS

25 ANNUAL GENERAL MEETINGS - HOLDING OF

1. The Club must hold its first Annual General Meeting of the Club within 18 months after its registration under the Act.
2. The Club must hold its Annual General Meetings
 - a) within 6 months after the close of the Club's financial year, or
 - b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 ANNUAL GENERAL MEETINGS - CALLING OF, NOTICE AND BUSINESS AT

1. The Annual General Meeting of the Club is, subject to the Act and to Clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
2. An Annual General Meeting must be specified as that type of meeting in the notice convening it.
3. Notice of an Annual General Meeting must be given by the Secretary in writing to members at least 14 days before the date fixed for the holding of the Annual General Meeting. The notice may be given electronically (using internet, social networking, SMS, or any other form of electronic carriage service) or otherwise.
4. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - 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 of the Club and ordinary Committee members;
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.

27 SPECIAL GENERAL MEETINGS - CALLING OF

1. The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
2. The Committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Club.
3. 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.
4. If the Committee fails to convene a special general meeting to be held within one month after the date on which the 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.
5. A special general meeting convened by a member of members as referred to in Subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
6. For the purpose of Subclause (3):
 - a) a requisition may be in electronic form, and
 - b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 NOTICE OF GENERAL MEETINGS

1. 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 fourteen (14) days before the date fixed for the holding of the general meeting, give a written notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be conducted at the meeting.
2. The notice of a general meeting may be transmitted electronically (using internet, social networking, SMS, or any other form of electronic carriage service) or otherwise.
3. If the nature of the business proposed to be dealt with at the general meeting requires a special resolution of the Centre, 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 manner required under Subclause (1), the intention to propose the resolution as a special resolution. A special resolution must be passed in accordance with section 39 of the Act.
4. 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 26 (2).
5. 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.

29 QUORUM FOR GENERAL MEETINGS

1. 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.
2. Five (5) members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
3. If, within 30 minutes 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 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 30 minutes after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

30 PRESIDING MEMBER

1. The President or, in the President's absence, a Vice-President, is to preside as chairperson at each general meeting of the Club.
2. If the President and Vice-Presidents are absent or unwilling to act, the members present must elect one of their number to preside as chairperson of the meeting.

31 ADJOURNMENT

1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the 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.

2. 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. The written notice can be given electronically (using internet, social networking, SMS, or any other form of electronic carriage service) or otherwise.
3. Except as provided in Subclauses (1) and (2), 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.

32 MAKING DECISIONS

1. A question arising at a general meeting of the Club is to be determined by:
 - a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - b) 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.
2. 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.
3. Subclause (2) applies to a method determined by the Committee under Subclause (1) (a) in the same way as it applies to a show of hands.
4. 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.

33 SPECIAL RESOLUTIONS

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

34 VOTING

1. On any question arising at a general meeting of the Club a member has one vote only.
2. 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.
3. 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.
4. A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

35 PROXY VOTES NOT PERMITTED

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

36 POSTAL OR ELECTRONIC VOTES

1. The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under Clause 12).
2. A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

37 USE OF TECHNOLOGY AT GENERAL MEETINGS

1. 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.

2. A member of the 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

38 INSURANCE

The club may effect and maintain insurance.

39 FUNDS - SOURCE

1. The funds of the Club are to be derived from entry fees and annual subscriptions of members where applicable, donations and, subject to any resolution passed by the Club in general meeting, such other sources that the Committee determines.
2. 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 authorized deposit-taking institution account.
3. The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 FUNDS - MANAGEMENT

1. 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 objectives of the Club in the manner that the Committee determines.
2. All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorized signatories.

41 ASSOCIATION IS NON-PROFIT

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objectives of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

42 DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

1. Subject to the act and the Regulations, in a winding up of the Club, any surplus property of the Club is to be transferred to another organization with similar objectives 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 a Club is a reference to that 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 of the Club.

43 CHANGE OF NAME, OBJECTIVES AND CONSTITUTION

1. The name of the Club, objectives or Constitution can be altered only by Special Resolution of the Club at a general meeting of the Club in accordance with Clause 28, Sub-clause3.
2. An application for registration of a change in the Club's name, objectives or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.

44 CUSTODY OF BOOKS, ETC

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 Club's official address, in the custody of the Public Officer.

45 INSPECTION OF BOOKS, ETC

1. 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.
2. A member of the Club may obtain a copy of any of the documents referred to in Subclause (1) on payment of a fee of not more than \$1 for each page copied.
3. Despite Subclauses (1) and (2), 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 interest of the Club.

46 SERVICE OF NOTICES

1. 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 any form of electronic carriage service to an address specified by the person for giving or serving the notice.
2. 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 any form of electronic carriage service, on the date it was sent or, if the device from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 FINANCIAL YEAR

The financial year of the Club is:

- a) the period of time commencing on the date of the incorporation of the Club and ending on the following 31 December, and
- b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 January and ending on the following 31 December.

48 WINDING UP

1. The Club may be wound up voluntarily by passing a Special Resolution at a general meeting in accordance with Clause 33.
2. Any property and other assets of the Club will be distributed in accordance with Clause 42.

INTERPRETATION

1. In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:
 - “ordinary member of the Committee” means a member of the Committee who is not an office bearer of the Club;
 - “secretary” means the person holding office under this Constitution as secretary of the Club, or if no person holds that office, the Public Officer of the Club;
 - “the Act” means the Associations Incorporation Act, 2009;
 - “the Regulation” means the Associations Incorporation Regulation, 2016.
2. 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.
3. The provisions of the *Interpretation Act 1987*, apply to 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.