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# CONSTITUTION

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**AUGUST 2024  
TERRIGAL MATCHAM CRICKET CLUB Inc.  
ABN 38 258 576 819**

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**TERRIGAL MATCHAM CRICKET CLUB INCORPORATED  
CONSTITUTION AND RULES  
PART 1 PRELIMINARY**

**NAME OF THE CLUB**

1. The name of the association shall be the Terrigal Matcham Cricket Club Incorporated, here in after referred to as the Club.

**DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Act 2009 (NSW).

Committee, Executive Committee means the body managing the Club and consisting of the office-bearers.

Office-bearer means a member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this.

Financial Year means (unless determined otherwise by the Committee) the year ending on the next 31 May following incorporation and thereafter a period of 12 months commencing on 1 June and ending on 31 May each year.

Special general meeting means a general meeting of the Club other than annual general meeting;

Member means a registered, financial Member of the Club who is at least 18 years of age.

Junior Member means a registered Member of the Club who is younger than 18 years of age.

Local area means the geographical area for which the Club is responsible as recognised by the RSO and/or SSO for the Sport of which the Club is a Member.

NSO means the National Sporting Organisation for the Sport being Cricket Australia.

SSO means the State Sport Organisation for the Sport being Cricket NSW.

RSO means the Regional Sporting Organisation being Central Coast Cricket Association and which is a member of or affiliated with SSO.

Secretary means

- (a) the person holding office under these rules as Secretary of the Club; or
- (b) where no such person holds that office – the Public Officer of the Club;

The Regulation means the Associations Incorporation Regulation, 2022.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.

## 2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model constitution under the Act is expressly displaced by this Constitution.

The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Headings to clauses of this Constitution are intended for ease of reference only and are not to be taken to affect the Constitution or the interpretation of such clauses.

### **OBJECTS OF THE CLUB**

3. The Club is established solely for the Objects. The Objects of the Club are to:
- (a) conduct, encourage, promote, advance and administer the Sport throughout the Local area;
  - (b) act, at all times, on behalf of and in the interest of the Members and the Sport in the Local area;
  - (c) affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the Club is a member and adopt their rule and policy frameworks to further these Objects;
  - (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Cricket as may be determined from time to time by NSO and as may be necessary for the management and control of Cricket and related activities in New South Wales;
  - (e) advance the operations and activities of the Club throughout the local area;
  - (f) have regard to the public interest in its operations; and
  - (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **POWERS OF THE CLUB**

4. Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act 2001 (Cth).

### **CLUB COLOURS AND EMBLEM**

5. (1) The Club colours shall be predominately maroon and gold or colours approved by the Committee.
- (2) The identifiable colours of the Club which are to be incorporated into shirts, caps, vests, jumpers, etc, are to be maroon and gold.
- (3) All members participating in games of cricket on behalf of the Club will appear in proper cricketing attire as determined by the Committee.
- (4) The Club emblem will be the Bellbird.

## **PART II MEMBERSHIP**

### **MEMBERSHIP QUALIFICATIONS**

6. (1) Membership is open to all persons who accept the objects and agree to be bound by the rules of the Club.
- (2) Members shall consist of;
  - (a) Active Members being those persons who register as players and pay a registration fee in accordance with rule 12 and who shall have full rights and privileges of the Club except in the case of a junior member where such rights and privileges shall be vested in the parent or guardian of the junior member without the payment of further fees.
  - (b) Life Members being those persons who have been elected as Life Members of the Club in accordance with rule 8 and who shall have full rights and privileges of the Club.
  - (c) Associate Members being those persons who are non-players and who pay a membership fee in accordance with rule 12 and have all rights and privileges.
  - (d) Honorary Members being those persons who each year are approved by the Committee to have the rights and privileges of membership without the payment of fees.

### **APPLICATION FOR MEMBERSHIP**

7. (1) Except in the case of Life and Honorary Members, applications for membership shall be made online as per RSO guidelines or be in such form and contain such information as is determined from time to time by the Committee.
- (2) The applicant is required to pay such sums as are payable under these rules by a member as entrance fee and annual subscription within the period referred to in rule 12.
- (3) The Secretary shall, on payment by the applicant of the amounts referred to in rule 12, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Club.
- (4) Where the Committee determines to reject an application the Committee shall not be required to give any reason or explanation for such rejection. Any sums that were paid by the applicant shall be returned to the applicant by the Club, excluding direct costs incurred by the Club as part of the registration process.

### **LIFE MEMBERSHIP**

8. A person may be elected a Life Member of the Club subject to;
  - (1) The nomination being lodged with the Secretary 7 days prior to the next scheduled Committee meeting where it may be considered.

- (2) Each nomination must indicate the candidate's qualifications for Life Membership and must be proposed and seconded by three financial members of the Club and endorsed by a further five financial members of the Club.
- (3) No member shall be elected to Life Membership of the Club unless their nomination for such election is recommended by the Committee.
- (4) Election of Life Members will be conducted at a Special General Meeting and will be carried by a clear three-quarters (3/4) majority.
- (5) Should discussions on candidates' qualifications for Life Membership be deemed necessary the candidate, if present, will be required to leave the meeting room until such discussions are completed.
- (6) Where the Special General Meeting determines to approve a nominee to Life Membership, the Secretary shall, as soon as practicable after determination, notify the nominee of the approval and the notice shall include the Life Member's entitlements, interalia, entitling the Life Member the privileges of indefinite membership with the Club without payment of any fee, except for direct costs incurred by the Club as part of the registration process.

#### **CESSATION OF MEMBERSHIP**

9. (1) A person ceases to be a member of the Club if the person
  - (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Club, or
  - (d) is, or becomes, unfinancial.
- (2) Where a member of the Club ceases to be a member the Secretary shall make a appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Active Members shall be considered so until September 1 following the cricket season for which they were registered.

#### **RESIGNATION OF MEMBERSHIP**

10. A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by giving notice in writing to the Secretary of the member's intention to resign whereupon, the member ceases to be a member forthwith.



## **REGISTER OF MEMBERS**

11. (1) The Public Officer of the Club shall establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club together with the date upon which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Club and names of members shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.

## **FEES AND SUBSCRIPTIONS**

12. (1) An applicant for membership of the Club shall pay the Club a fee of \$20.00 or, where some other amount is determined by the Committee, of that other amount, at the time that their application for membership is lodged with the Club.
- (2) Where the member is a player or is a parent of a junior player, the member shall pay to the Club the annual registration fee as determined by the Committee in lieu of the membership fee payable under Clause (1). This fee is to be paid at the time that the member lodges their membership application with the Club.
- (3) A member who has been elected as a life member or who has been granted honorary membership of the Club shall not be required to pay such sums as are payable under Clauses (1) and (2) of this rule.

## **MEMBERS' LIABILITIES**

13. 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 down of the Club is limited to the amount of any unpaid fees in respect of membership of the Club as required by rule 12.

## **DISCIPLINING OF MEMBERS**

14. (1) Where the Committee is of the opinion that a member of the Club
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules or other adopted policies of the Club, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club, the Committee may, by resolution
  - (c) expel the member from the Club, or
  - (d) suspend the member from membership of the Club for a specified period.
- (2) A resolution of the Committee under Clause (1) is of no effect unless the Committee, at a meeting held not earlier than 7 days and not later than 28 days after service on the member of a notice under Clause (3) confirms the resolution in accordance with this rule.

- (3) Where the Committee passes a resolution under Clause (1) the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service on the notice.
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at the meeting;
    - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in Clause (3) the Committee shall
  - (a) give to the member an opportunity to make oral representation;
  - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under Clause (4) the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 15.
- (6) A resolution confirmed by the Committee under Clause (4) does not take effect
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to rule 15 (4).

#### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 15. (1) A member may appeal to the Club at a general meeting against a resolution of the Committee which is confirmed under rule 14 (4), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under Clause (1) the Secretary shall notify the Committee which shall convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a general meeting of the Club convened under Clause (2)
  - (a) no business other than the question of the appeal shall be transacted;

- (b) the Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART III THE COMMITTEE**

### **POWERS OF COMMITTEE**

16. The affairs of the Club shall be controlled and managed by a Committee. The Committee shall be called the Executive Committee of the Club and, be subject to the Act, the Regulation and these rules and to any resolution passed by the Club in general meeting

- (a) may exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a general meeting of members of the Club; and
- (b) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

### **CONSTITUTION AND MEMBERSHIP**

17. (1) The Executive Committee shall comprise of eleven (11) roles:

The Executive Committee shall consist of the office-bearers of the Club, each of whom shall be elected at the Annual General Meeting of the Club pursuant to rule 18.

- (2) The office-bearers of the Club shall be

- (a) The President;
- (b) The Vice-President;
- (c) The Secretary;
- (d) The Treasurer;
- (e) Two (2) General Committee Members;
- (f) Recorder;
- (g) Junior Cricket Coordinator;
- (h) Women's Cricket Coordinator
- (i) Junior Girls Cricket Coordinator
- (j) Compliance / Safety Officer

- (3) Each member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member' selection.
- (4) Retiring members of the Committee are eligible for re-election.
- (5) In the event of vacating a role, a handover is to take place in a timely manner with all documentation / files to be stored securely in a space (physical, electronic or online) as determined by the Committee.
- (6) 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 shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF MEMBERS**

- 18. (1) Nominations of candidates for election as office-bearers of the Club
  - (a) can be made in writing; and
  - (b) shall be delivered to the Secretary of the Club not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
  - (c) or nominations can be received at the Annual General Meeting.
- (2) If only one (1) nomination is received for a position the candidate so nominated shall be deemed to be elected to that position.
- (3) If more than one (1) nomination is received for a position, a ballot shall be held.
- (4) The ballot for the election of office-bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson may direct.
- (5) Any vacant position remaining on the Committee shall be deemed to be a casual vacancy.

### **SECRETARY**

- 19. (1) It is the duty of the Secretary to keep minutes of
  - (a) all appointments of office-bearers and members of the Committee;
  - (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.
- (2) Minutes of proceedings at a meeting shall be put forward for acceptance by the chairperson of the next succeeding meeting.

## **TREASURER**

20. It is the duty of the Treasurer of the Club to ensure that
- (a) all money due to the Club is collected and received and that all payments authorised by the Club are made; and
  - (b) 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.

## **CASUAL COMMITTEE VACANCIES**

21. For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member
- (a) dies;
  - (b) ceases to be a member of the Club;
  - (c) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
  - (d) resigns office by notice in writing given to the Secretary;
  - (e) is removed from office under rule 22;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of three (3) months.

## **REMOVAL OF COMMITTEE MEMBER**

22. (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) Where a member of the Committee to whom a proposed resolution referred to in Clause (1) 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 they 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.

## **COMMITTEE MEETINGS AND QUORUM**

23. (1) The Committee shall meet within each calendar month during the playing season at such place and time as the Committee may determine,

- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) The date and time of the next meeting shall be set immediately prior to the closure of each meeting notwithstanding that oral or written notice of a meeting of the Committee pursuant to clause (2) shall be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of an additional meeting of the Committee given under Clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee on the condition that one (1) member shall be the President or Senior Vice-President or a proxy Committee member nominated by the President for that meeting only.
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands 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 half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee
  - (a) the President or, in the President's absence, the Vice-President shall preside.

#### **DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

24.
  - (1) The Committee may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the Committee as 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) The Sub-Committee shall be comprised of one (1) Committee member, who shall preside at meetings, and of such member or members of the Club as the Committee thinks fit.
  - (3) A function the exercise of which has been delegated to a Sub-Committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
  - (4) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

- (5) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (7) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (8) A Sub-Committee may meet and adjourn as it thinks proper.

## **VOTING AND DECISIONS**

- 25. (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 members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of 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 rule 23 (5), the Committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

## **PART IV GENERAL MEETINGS**

### **ANNUAL GENERAL MEETINGS HOLDING OF**

- 26. (1) With the exception of the first Annual General Meeting of the Club, the Club shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
- (2) The Club shall hold its first Annual General Meeting
  - (a) within the period of eighteen (18) months after its incorporation under the Act; and
  - (b) within the period of two (2) months after the expiration of the first financial year of the Club.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the NSW Fair Trading under the Act.

## **ANNUAL GENERAL MEETINGS CALLING OF AND BUSINESS AT**

27. (1) The Annual General Meeting of the Club shall, subject to the Act and to rule 26, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of 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 upon the activities of the Club during the last preceding financial year;
  - (c) to elect office-bearers of the Club;
  - (d) to receive and consider the financial statement which is required to be submitted to members pursuant to the Act;
  - (e) to determine fees and subscriptions for the subsequent years;
  - (f) to set the Honorarium for the Secretary of the Club;
  - (g) to consider nominations for Life Membership to the Club;
  - (h) to consider nominations for Honorary Membership to the Club;
  - (i) to determine teams to be entered in competitions in the coming year;
  - (j) to consider any resolution proposed in accordance with these rules; and
  - (k) to appoint an Auditor if deemed necessary.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

## **MONTHLY GENERAL CLUB MEETING**

28. The Monthly General Club Meeting shall be held in conjunction with the monthly Committee meeting and the business to be transacted shall be
- (1) to confirm the minutes of the last preceding Club Monthly Meeting;
  - (2) to receive from the Committee reports upon the activities of the Club during the last preceding month or months;
  - (3) to provide an open forum for discussion on matters arising from the Committees action and the Club generally notwithstanding the provisions of rule 29.

## **SPECIAL GENERAL MEETINGS CALLING OF**

29. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.



- (2) The members may request the Committee to convene a special general meeting provided that the requisition is in writing and is signed by not less than twenty-five (25) per cent of the total number of members.
- (3) A requisition of members for a special general meeting
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the Secretary; and
  - (d) 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 (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 three (3) months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

## **GENERAL MEETINGS NOTICE**

- 30. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause
  - (a) to be sent by electronic means to each member's email address appearing in the register of members; and
  - (b) to post on the Club's social media platforms; and
  - (c) to post on the Club's website a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 27 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **GENERAL MEETINGS PROCEDURE**

31. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present in person (being members entitled under these rules to vote at a Committee meeting) constitute a quorum as per rule 23 (5) for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written, or electronic notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being no less than three (3), shall constitute a quorum.

## **PRESIDING MEMBER**

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

## **ADJOURNMENT**

33. (1) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written, oral or electronic notice as specified in rule 30 (1) (a) (b) (c) 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.
- (3) Except as provided in Clauses (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.

## **MAKING OF DECISIONS**

34. (1) A question arising at general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, 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.
- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or by not less than three (3) members present in person at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll;
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as chairperson directs, and the resolution of the poll on the matter be deemed to be the resolution of the meeting on that matter.

## **SPECIAL RESOLUTION**

35. (1) A special resolution must be passed by a general meeting of the Club to affect the following changes
- (a) an alteration of the Club's name;
- (b) an alteration to the Club's rules;
- (c) an alteration or addition to the Club's objects;
- (d) an alteration to the Club's colours;
- (e) an amalgamation with another incorporated or unincorporated Club;
- (f) to voluntarily wind up the Club and distribute its property; or
- (g) to apply for registration as a company or a cooperative society.
- (2) A resolution of the Club is a special resolution if;
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person at a general meeting of which not less than twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules;
- (b) where it is made to appear to NSW Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) resolution is passed in a manner specified by NSW Fair Trading.

## **VOTING**

36. (1) Upon any question arising at a general meeting of the Club a member has one (1) vote only.
- (2) All votes shall be given personally.
- (3) 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.
- (4) 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.

## **PART V MISCELLANEOUS**

### **INSURANCE**

37. (1) The Club shall effect and maintain insurance pursuant to the Act.
- (2) In addition to the insurance required under Clause (1), the Club may effect and maintain other insurance.

### **FUNDS – SOURCE**

38. (1) The funds of the Club shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- (2) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Fund Raising
- (a) The raising or obtaining in the name of the Club of all monies, donations, sponsorships, incentives, trophies or the like for the Club or of the members of the Club in their capacity as members of the Club must be approved or ratified by the Committee.
- (b) The allocation, appropriation and disbursement of all monies, donations, sponsorships, incentives, trophies, or the like received or obtained by or made available or promised to the Club, whether in the form of money or otherwise, shall be the exclusive jurisdiction of the Committee.
- (c) The Committee shall have due regard to the expressed wishes of such donors or sponsors regarding the allocation, appropriation or disbursement of such monies, donations, sponsorship, incentives, trophies or the like.
- (d) The provisions of rule 14 shall apply to any member who contravenes this clause.

## **FUNDS - MANAGEMENT**

39. (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.

## **AUDIT**

40. All accounts of the Club, if deemed necessary by the Committee, shall be audited by the Auditor, appointed at the General Meeting, prior to the Annual General Meeting.

## **PUBLIC OFFICER**

41. (1) The Committee shall ensure that a person is appointed as Public Officer.
- (2) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- (3) The Public Officer shall be deemed to have vacated their position if they;
- (a) dies
- (b) resigns;
- (c) is removed by the Committee or at a general meeting;
- (d) becomes bankrupt or financially insolvent;
- (e) suffers mental illness;
- (f) takes up residence outside New South Wales; or
- (g) ceases to be a member of the Club.
- (4) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the NSW Fair Trading in the prescribed form and appoint a new Public Officer.
- (5) The Public Officer may be a member of the Committee or any other member eligible for election to the Committee.

## **ALTERATION OF CONSTITUTION**

42. This Constitution shall not be altered except by Special Resolution.

## **COMMON SEAL**

43. (1) The common seal of the Club shall be kept in the custody of the Public Officer.

- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer.

## **CUSTODY OF BOOKS**

44. Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

## **INSPECTION OF BOOKS**

45. The records, books and other documents of the Club shall be open to inspection, free of charge, by a member of the Club at any reasonable hour.

## **SERVICE OF NOTICES**

46. (1) For the purpose of these rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post, email or text message to the member at the member's address, email address or mobile phone number shown in the register of members.
- (2) Where a document is sent to a person by;
- (a) properly addressing, prepaying and posting to the person a letter containing the document, or
- (b) properly typing the correct email address, attaching or including the document and sending via email without bounce-back or failure, or
- (c) properly inserting the correct mobile phone number, including or attaching the document in the communication and sending via text message without bounce-back or failure,
- the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the communication would have been delivered in the ordinary course of post, email or text message.

## **SURPLUS PROPERTY**

47. (1) At the first general meeting of the Club, the Club shall pass a special resolution nominating an incorporated Club as the club in which it is to vest its surplus property pursuant to the Act in the event of the winding up or the cancellation of the incorporation of the Club.
- (2) The incorporated Club so nominated shall be one which fulfils the requirements specified in the Act.

## **REGULATIONS**

48. (1) The Committee will formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the Objects and the Sport in the Local Area. Such Regulations must be consistent with this Constitution and any policy directives of the Committee.
- (2) All Regulations are binding on the Club and all Members.
- (3) All clauses, rules, by-laws and regulations of the Club (by whatever name) in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws or regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply and be in operation.