



**CONSTITUTION  
OF  
THE MELBOURNE CAMERA CLUB**

Australian Company Number (ACN) 004 344 549

Australian Business Number (ABN) 79 004 344 549

A company limited by guarantee

Victoria

## Table of Contents

### Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions
- 6 Interpretations
- 7 Transition

### Purposes and powers

- 8 Objectives
- 9 Powers
- 10 Use of property
- 11 Public Fund
- 12 Amending the constitution

### Members

- 13 When a person becomes a member
- 14 Membership and register of members
- 15 Directors decide whether to approve membership
- 16 When a person stops being a member
- 17 Types of memberships

### Dispute resolution and disciplinary procedures

- 18 Dispute resolution
- 19 Disciplining members

### General meetings of members

- 20 General meetings called by directors
- 21 General meetings called by members
- 22 Annual general meeting
- 23 Notice of general meetings
- 24 Quorum at general meetings
- 25 Auditor's right to attend meetings
- 26 Using technology to hold meetings
- 27 Chairperson for general meetings
- 28 Role of the chairperson
- 29 Adjournment of meetings

### Members' resolutions and statements

- 30 Members' resolutions and statements
- 31 Notice of proposed resolution and distribution of statements
- 32 Circular resolutions of members

### Voting at general meetings

- 33 How many votes a member has
- 34 Challenge to member's right to vote
- 35 How voting is carried out
- 36 When and how a vote in writing or poll must be held
- 37 Appointment of proxy
- 38 Voting by proxy

### Directors

- 39 Number of directors
- 40 Election and appointment of directors
- 41 Composition of board of directors
- 42 Alternate Directors
- 43 Nominations
- 44 Terms of Office
- 45 When a director stops being a director

### Powers of directors

- 46 Powers of directors
- 47 Delegation of directors' powers
- 48 Payments to directors
- 49 Execution of Documents

### Duties of directors

- 50 Duties of directors
- 51 Conflicts of interest

### Board meetings

- 52 When the directors meet
- 53 Calling Board meetings
- 54 Chairperson for Board meetings
- 55 Quorum at Board meetings
- 56 Using technology to hold Board meetings
- 57 Passing directors' resolutions
- 58 Circular resolutions of directors

### Secretary

- 59 Appointment and role of secretary

### Minutes and records

- 60 Minutes and records
- 61 Financial and related records

### By-laws

- 62 By-laws

## **Notice**

- 63 What is notice
- 64 Notice to the club
- 65 Notice to members
- 66 When notice is taken to be given

## **Financial year**

- 67 **Club's** financial year

## **Indemnity, insurance and access**

- 68 Indemnity
- 69 Insurance
- 70 Directors' access to documents

## **Winding up**

- 71 Surplus assets not to be distributed to members
- 72 Distribution of surplus assets

## Preliminary

### 1. Name of the company

The name of the **company** is The Melbourne Camera **Club** Ltd (the **club**), trading as Melbourne Camera Club.

### 2. Type of company

The **club** is a not-for-profit public company limited by guarantee.

### 3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

### 4. The guarantee

Each member must contribute an amount not more than the amount of the annual subscription that the member last paid (the guarantee) to the property of the **club** if the **club** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

**4.1** debts and liabilities of the club incurred before the member stopped being a member, or

**4.2** costs, charges and expenses of winding up.

### 5. Definitions

In this constitution:

**ASIC** means the Australian Securities and Investments Commission;

**Board of Directors and Board** means the Board of Directors of the Club as elected or appointed from time to time, consisting of all of the club's directors;

**Business day** means a day which is not a Saturday, Sunday or a public holiday in Melbourne.

**Club** means The Melbourne Camera Club ACN 004 344 549; trading as Melbourne Camera Club ABN 79 004 344 549;

**Company** means the company referred to in clause 1;

**Constitution** means this constitution;

**Corporations Act** means the *Corporations Act 2001* (Commonwealth) and the *Corporations Regulations 2001* (Commonwealth) and as amended, modified or enacted from time to time;

**Directors** means a person appointed or elected to the office of director of the club in accordance with this constitution and, where appropriate, includes an alternate director;

**Electronic or virtual meeting** means a meeting where members attend electronically or on-line;

**General Meeting** means a meeting of members of the **club** called and constituted in accordance with this Constitution and the Corporations Act, and any adjourned holding of it and includes the annual **general meeting**;

**Hybrid Meeting** means a meeting where members can either attend at a physical location or use online facilities;

**In-person-meeting** means a meeting where members are physically present at a specific location;

**Member** means those persons admitted to membership of the **club** defined in this Constitution, with voting rights as defined in clause 33;

**Member present** means, in connection with a **general meeting**, a **member present** in person, by electronic means, or by proxy at the venue or venues for the meeting;

**Membership** means all the voting membership of the **club**;

**Officer and Officer of the club** has the meaning given to it by the Corporations Act;

**President** means the President of the **club** elected in accordance with clauses 40 and 43;

**Register** means the Register of Members of the **club** kept under the Corporations Act;

**Responsible person** means members of the Board, and any other person who manages the public fund, who hold a degree of responsibility to the general community as defined in Taxation Ruling TR95/27 and the Register of Cultural Organisations;

**Secretary** means the person elected as secretary of the **club** in accordance with clauses 40 and 43;

**Special resolution** means a resolution according to the Corporations Act:

- i. of which notice, has been given under clause 23.5.3, and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution;

**Surplus assets** mean any assets of the **club** that remain after paying all debts and other liabilities of the **club**, including the costs of winding up;

**The Tax Act** means the Income Tax Assessment Act 1936 (Cth) and the Income Tax Assessment Act 1997 (Cth);

**Treasurer** means the person elected as treasurer of the **club** in accordance with clauses 40 and 43;

## 6. Interpretation

In this constitution:

- i. terms such as "including", "for example" and "for instance" are not words of limitation;
- ii. reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
- iii. the singular includes the plural and vice versa;
- iv. reference to any one gender includes every gender;
- v. The replaceable rules contained in the Corporations Act do not apply to the club where they are contrary to any provision of this constitution.

## 7. Transition

**7.1** This Constitution supersedes any constitution in force immediately before the adoption of this Constitution.

**7.2** Everything done under any previous constitution of the company continues to be done under this Constitution. In particular, (without limitation) every Director, alternate Director and Company Secretary in office immediately before the adoption of this Constitution is taken to have been appointed and continues in office under this Constitution.

## Purposes and powers

### 8. The objectives and purposes of the club are:

- 8.1 To promote the visual art and science of photography;
- 8.2 To provide for, arrange and encourage meetings of members to facilitate the exchange of ideas for their mutual improvement in the knowledge and practice of photography and allied processes;
- 8.3 To facilitate photographic courses for the advancement of photography for members and the public;
- 8.4 To encourage the advancement of photography as a science and as an art;
- 8.5 To hold or promote exhibitions or salons and conduct competitions of photographs and pictures produced by any photographic or allied process;
- 8.6 To develop or manage any land and assets acquired by the **club** for **club** purposes, and to maintain in good order, such land and improvements;
- 8.7 Maintain a photographic archive for the benefit of members and the public;
- 8.8 To do all such things as are incidental or conducive to the attainment of the Club's objectives and purpose.

### 9. Powers

Subject to clause 10, the **club** has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

- 9.1 The powers of an individual, and
- 9.2 All the powers of a **company** limited by guarantee under the **Corporations Act**

### 10. Use of Property

- 10.1 The **club** must not distribute any income or assets directly or indirectly to its members, except as provided in clause 10.2.
- 10.2 Clause 10.1 does not stop the **club** from doing the following things, provided they are done in good faith:
  - 10.2.1. paying expenses incurred in giving effect to the purposes of the **club**;
  - 10.2.2. paying remuneration to any of the officers, members or employees of the **club** or to any other person in return for any services actually rendered by them to the **club**; or
  - 10.2.3. making payment for goods supplied and services to the **club** by a supplier.
- 10.3 All income and property of the **club** must be applied for the objectives and purposes of the **club**. No portion of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit or return of capital to the members.
- 10.4 Any allocation of funds or property to other institutions, bodies, entities, organisations, government departments or persons must be made in accordance with the objectives and purposes of the club and not be influenced by the expressed preference or interest of a particular donor to the club.

**10.5** The club real estate cannot be sold or leased without a special resolution put to a general meeting of all members (as defined by the Corporations Act) where 75% or more of the total voting membership agree to the special resolution.

10.5.1. Before the special resolution regarding the sale or lease of the building or land is put to the membership there must be wide consultation with members by the holding at least two **general meetings** at least one month apart before that special resolution is put to a **general meeting**.

10.5.2. A written document setting out reasons and consequences for the **club**, in retaining or selling the land and building owned by the **club**, is to be circulated to all members at least three months before the **general meeting** where the special resolution relating to the retention or selling of the land and building, will be put.

## **11. Public Fund**

### **Establishment**

The **club** has established a public fund (the Fund) which is listed on the Register of Cultural Organisations (ROCO).

### **11.1 Purpose of the fund**

Donations and bequests will be deposited into the Fund. These monies will be kept separate from other funds of the club and will only be used to further the club's objectives and purposes as set out in Clause 8.

### **11.2 Investment**

Investment of monies in the Fund must be made in accordance with guidelines for public funds as specified by the Australian Taxation Office in TR 95/27 or its superseding rulings.

### **11.3 Administration**

The Fund will be administered by a management committee of the Board; a majority (>3) of whose members will be responsible persons on the date this constitution became binding on the **club**.

### **11.4 Distributions**

Neither monies nor assets of the Fund will be distributed to members or office bearers of the **club** except as re-imbusement of reasonable out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services provided in respect of the Fund.

### **11.5 Receipts**

Receipts for gifts to the Fund must state:

11.5.1. The name of the Fund;

11.5.2. The receipt is for a gift to the Fund;

11.5.3. The Australian Business Number of the **club**;

11.5.4. Any other matter required by the Tax Act.

### **11.6 Winding Up**

If upon the winding up or dissolution of the Fund, there remains after satisfaction of all of its debts and liabilities any funds, the funds shall not be paid to or distributed among the **club's** Members, but shall be given to some other fund or institution having objectives

similar to the objectives of the Fund and whose rules prohibit the distribution of its income among its members. Any such fund or institution shall be eligible for tax deductibility of donations under the Tax Act and listed on the Register of Cultural Organisations maintained under the Tax Act.

### **11.7 Amendments**

Any proposed amendments or alterations to provisions for the Fund must be notified to the relevant Federal Government Department responsible for the administration of the Register of Cultural Organisations.

## **12. Amending the constitution**

**12.1** The members may amend this constitution by passing a special resolution under the Corporations Act:

**12.2** The members must be given at least 21-days' notice of the meeting. The notice should include the time, date, place or mode (in person, virtual or hybrid) of the meeting, the general business that will be discussed and the intention to pass the resolution;

**12.3** 75% of the voting members present at the meeting must vote to pass the resolution;

**12.4** The meeting may be held in person, as a hybrid or as a virtual meeting that is conducted solely online.

**12.5** Voting in a hybrid or virtual meeting will be via a poll.

## **Members**

### **13. When a person becomes a member**

**13.1** An applicant will become a member when they are entered on the register of members.

### **14. Membership and register of member**

**14.1** Any person interested in photography shall be eligible for election as a member.

**14.2** Members must be natural persons.

**14.3** The **club** must establish and maintain a register of members. The register of members must be kept by the treasurer and must contain:

14.3.1. for each current member:

- i. Name
- ii. Address
- iii. Any alternative address nominated by the member for the service of notices, and
- iv. Date the member was entered on to the register.

14.3.2. for each person who stopped being a member in the last 7 years:

- i. Name
- ii. Address
- iii. Any alternative address nominated by the member for the service of notices, and
- iv. Dates the membership started and ended.

**14.4** How to apply to become a member:



A person (as defined in clause 14.1) may apply to become a member of the club by:

- 14.4.1. Being proposed and recommended for membership using an application form and process determined by the Board.
- 14.4.2. The application form shall be accompanied by applicable fees as determined by the Board from time to time.
- 14.4.3. Prospective members must agree to comply with the club's constitution, including paying the guarantee, if required, and to abide by the club's Policies and Procedures as amended from time-to-time

## **15. Directors decide whether to approve membership**

**15.1** The directors must consider an application for membership within a reasonable time after the treasurer receives the application.

- 15.1.1. A reasonable time, absent extraordinary circumstances, is 7 to 14 business days.
- 15.1.2. If the directors approve an application in their absolute discretion, the treasurer must, as soon as possible:
  - 15.1.3. enter the new member on the register of members, and
  - 15.1.4. write to the applicant to tell them that their application was approved, and the date that their membership started.

**15.2** If the directors reject an application, the treasurer must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

**15.3** The Board may choose not to consider an application for membership by a rejected applicant within 12 months of the date of rejection.

**15.4** No applicant may enjoy the rights and privileges of membership until elected.

## **16. When a person stops being a member**

**16.1** A person immediately stops being a member if they:

- i. die,
- ii. resign, by writing to the secretary,
- iii. if their membership is suspended or terminated under clause 19 or
- iv. if they have not responded to a request to renew their membership subscription within 30 days of the due date.

## **17. Types of membership**

### **17.1 Classes of Membership**

**The Board may:**

- 17.1.1. establish new or different classes of membership; and
- 17.1.2. prescribe the qualifications, rights and privileges of persons to become a member of a class.

### **17.2 Ordinary members**

- 17.2.1. The Board may by ordinary resolution (including by circular resolution) elect as an ordinary member any person who is interested in photography and who has been proposed and recommended for membership in the appropriate application form

and manner determined by the Board. The application shall be accompanied by any applicable fees as determined by the Board from time to time at a **general meeting**.

- 17.2.2. Ordinary members have the right to vote at a **general meeting** and to nominate as office bearers or directors of the **club**.

### **17.3 Honorary Members**

- 17.3.1. The Board may elect honorary members by a two-thirds majority of the members of the Board. Honorary Members shall not have the right to hold office in the **club**, to vote at any meeting, to enter any **club** competitions, or to nominate as office bearers or directors.
- 17.3.2. No subscription or fee shall be payable by an honorary member.
- 17.3.3. The Board will review and may make necessary changes to the list of Honorary Members on an annual basis.

### **17.4 Honorary Life Members**

- 17.4.1. Any member who has rendered service of merit to the **club** may on the recommendation of the Board be elected an honorary life member by a majority of not less than two-thirds of the members present at a **general meeting**.
- 17.4.2. Honorary life members shall enjoy all the rights and privileges of ordinary members and abide by the Policies and Procedures of the **club**.
- 17.4.3. No subscription or fee is payable by an honorary life member

### **17.5 Concessional Members**

- 17.5.1. Concessional members shall include the following: members under the age of 18 years; Full time students under the age of 25 years; Country members (residing more than 40km from the clubrooms); Persons holding a Commonwealth Government pension card; and A domestic partner or child of a member who lives at the member's address.
- 17.5.2. Members under the age of 18 years cannot vote or nominate for a position on the Board.
- 17.5.3. These members shall enjoy all the rights and privileges of ordinary members. Ordinary members must apply to the Board for transfer to concession membership.
- 17.5.4. The fee or subscription payable by a concessional member shall be as determined by the Board.

### **17.6 Provisional Members**

- 17.6.1. A person who applies to the club for membership may at the discretion of the Board be appointed a provisional member.
- 17.6.2. Provisional membership may be terminated by the Board at any time without assigning a reason.
- 17.6.3. The fee or subscription payable by a provisional member shall be as determined by the Board.
- 17.6.4. A provisional member shall not be entitled to vote at any meeting of the club or to nominate themselves or other members for office in the club.

- 17.6.5. A provisional member on being elected a member shall pay to the club the appropriate fees.

## Dispute resolution and disciplinary procedures

### 18. Dispute resolution

- 18.1** The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- 18.1.1. one or more members
  - 18.1.2. one or more directors, or
  - 18.1.3. the club.
- 18.2** A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.
- 18.3** Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it
- 18.4** If those involved in the dispute do not resolve it under clause 18.3 they must within 10 days:
- 18.4.1. tell the directors about the dispute in writing
  - 18.4.2. agree or request that a mediator be appointed, and
  - 18.4.3. attempt in good faith to settle the dispute by mediation.
- 18.5** The mediator must:
- 18.5.1. be chosen by agreement of those involved, or
  - 18.5.2. where those involved do not agree, be a person chosen by the directors.
- 18.6** A mediator chosen by the directors under clause 18.5:
- 18.6.1. may be a member or former member of **the club**
  - 18.6.2. must not have a personal interest in the dispute, and
  - 18.6.3. must be impartial with respect to the dispute and the parties to the dispute.
  - 18.6.4. must recuse themselves if they become aware that they are no longer impartial with respect to the dispute or parties to the dispute.
- 18.7** When conducting the mediation, the mediator must:
- 18.7.1. allow those involved a reasonable chance to be heard
  - 18.7.2. at the mediator's discretion allow those involved to be accompanied by a support person;
  - 18.7.3. allow those involved a reasonable chance to review any written statements
  - 18.7.4. ensure that those involved are given natural justice, and
  - 18.7.5. not make a decision on the dispute;
  - 18.7.6. after mediation, whatever the outcome, the Board will resume responsibility for the decisions on the matter.

**18.8** In accordance with this clause, the directors may resolve to warn, suspend or expel a member from **the club** if the directors consider that:

- 18.8.1. the member has breached this constitution, or
- 18.8.2. the member's behaviour is causing, has caused, or is likely to cause harm to **the club** or a member of **the club**.

## **19. Disciplining Members**

**19.1** In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **club** if the directors consider that:

- 19.1.1. the member has breached this constitution, or
- 19.1.2. the member's behaviour is causing, has caused, or is likely to cause harm to the club or a member of the club.

**19.2** At least 14 days before the Board meeting at which a resolution regarding member discipline under clause 19.1 will be considered, the secretary must notify the member in writing

- 19.2.1. that the directors are considering a resolution to warn, suspend or expel the member
- 19.2.2. this resolution will be considered at a Board meeting and the date of that meeting
- 19.2.3. what the member is said to have done or not done
- 19.2.4. the nature of the resolution that has been proposed, and
- 19.2.5. that the member may provide an explanation to the directors, and details of how to do so.

**19.3** Before the directors pass any resolution under clause 19.1, the member must be

- 19.3.1. given a chance to explain or defend themselves by:
- 19.3.2. sending the Board of Directors, a written explanation before that Board meeting, and/or
- 19.3.3. speaking at the meeting

**19.4** After considering any explanation under clause 19.3 the directors may:

- 19.4.1. take no further action
- 19.4.2. warn the member
- 19.4.3. suspend the member's rights as a member for a period of not more than 12 months
- 19.4.4. expel the member
- 19.4.5. refer the decision to an impartial person with conditions that the directors consider appropriate (this person can only make a decision that the directors could have made under this clause).

**19.5** The directors cannot fine a member.

**19.6** The secretary must give written notice to the member of the decision under clause 19.1 as soon as possible.

**19.7** Disciplinary procedures must be completed as soon as reasonably practical.

**19.8** There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

**19.9** All classes of membership are subject to clause 19.1.

**19.10** Appeal rights

19.10.1. A person whose membership rights have been suspended or who has been expelled from the club under clause 19.1 may give notice to the effect that they wish to appeal against the suspension or expulsion.

19.10.2. The notice must be in writing and given:

19.10.2.1. to the Board immediately after the vote to suspend or expel the person is taken; or

19.10.2.2. to the Secretary not later than 48 hours after the vote.

19.10.3. If a person has given notice under clause 19.10.2 a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event, not later than 21 days, after the notice is received.

19.10.4. Notice of the disciplinary appeal meeting must be given to each member of the **club** who is entitled to vote as soon as practicable and must

19.10.4.1. specify the date, time and place of the meeting; and state

19.10.4.2. the name of the person against whom the disciplinary action has been taken; and

19.10.4.3. the grounds for taking that action; and

19.10.4.4. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

19.10.5. Conduct of disciplinary appeal meeting

At a disciplinary appeal meeting

19.10.5.1. no business other than the question of the appeal may be conducted; and

19.10.5.2. the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and

19.10.5.3. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

19.10.5.4. After complying with clause 19.10.5.3, the eligible voting members present at the meeting must vote by secret ballot on the question of

whether the decision to suspend or expel the person should be upheld or revoked.

19.10.5.5. A member may not vote by proxy at the meeting.

19.10.5.6. The decision is revoked if 75% or more of the members voting at the meeting vote to revoke the Board decision.

## General meetings of members

### 20. General meetings called by directors

**20.1** The directors may call a **general meeting**, if the majority of directors (or greater than three) agree.

**20.2** If at least 5% of eligible voting members make a written request for a **general meeting** to be held, the directors must:

20.2.1. within 21 days of the members' request, give all members notice of a **general meeting**, and

20.2.2. hold the **general meeting** within 2 months of the members' request.

**20.3** The percentage of votes that the members have (in clause 20.2) is to be calculated from the **club** register of eligible voting members as at midnight before the members' request for the meeting.

**20.4** The members who make the request for a **general meeting** must:

20.4.1. state in the request any resolution to be proposed at the meeting

20.4.2. sign the request, and

20.4.3. give the request to the **club** secretary.

**20.5** Separate copies of the document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 21. General meetings called by members

**21.1** If the directors do not call the meeting within 21 days of being requested under clause 20.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

21.1.1. To call and hold a **general meeting** under clause 20.2 the members must:

21.1.1.1. as far as possible, follow the procedures for **general meetings** set out in this constitution

21.1.1.2. call the meeting using the list of members on the **club's** member register, which the **club** must provide to the members making the request at no cost, and

21.1.1.3. hold the **general meeting** within three months after the request was given to the **club**.

21.1.2. The **club** must reimburse the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

## 22. Annual general meeting

**22.1** A **general meeting**, called the **annual general meeting**, must be held at least once in every calendar year.

Even if these items are not set out in the notice of meeting, the business of an **annual general meeting** may include

- 22.1.1. a review of the **club's** activities,
- 22.1.2. a review of the **club's** finances,
- 22.1.3. the auditor's report,
- 22.1.4. the election of directors, and
- 22.1.5. the appointment and payment of auditors.

**22.2** Before or at the **annual general meeting**, the directors must give information to the members on the **club's** activities and finances during the period since the last **annual general meeting**.

**22.3** The chairperson of the **annual general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **club**.

## 23. Notice of general meetings

**23.1** Notice of a general meeting must be given to:

- 23.1.1. each member entitled to vote at the meeting
- 23.1.2. each director, and
- 23.1.3. the auditor

**23.2** Notice of a general meeting must be provided to members individually in writing at least 21 days before the meeting.

**23.3** Subject to clause 23.4, notice of a general meeting may be provided less than 21 days before the meeting if:

- 23.3.1. for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
- 23.3.2. for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

**23.4** Notice of a **general meeting** cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- 23.4.1. remove a director
- 23.4.2. remove an auditor
- 23.4.3. sell the building.

**23.5** Notice of a **general meeting** must include:

- 23.5.1. the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- 23.5.2. the general nature of the meeting's business

- 23.5.3. if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
- 23.5.4. a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
  - 23.5.4.1. the proxy does not need to be a member of the club
  - 23.5.4.2. the proxy form must be delivered to the club at the address specified (including an electronic address) in the notice of the meeting, and
  - 23.5.4.3. the proxy form must be delivered to the specified address at least 48 hours before the meeting.

**23.6** If a **general meeting** is adjourned (deferred) for one month or more, the members must be given new notice of the resumed meeting.

**23.7** The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

## **24. Quorum at general meetings**

**24.1** For a general meeting to be held, 20 members or one half of the members, whichever is smaller (a quorum) must be present (in person, virtually by technology, or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).

**24.2** No business may be conducted at a **general meeting** if a quorum is not present.

**24.3** If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- 24.3.1. if the date is not specified – the same day in the next week
- 24.3.2. if the time is not specified – the same time, and
- 24.3.3. if the place is not specified – the same place.

**24.4** If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

## **25. Auditor's right to attend meetings**

**25.1** The auditor is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

**25.2** The club must give the auditor any communications relating to the general meeting that a member of the club is entitled to receive.

## **26. Using technology to hold meetings**

**26.1** The **club** may hold a **general meeting** at one or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

**26.2** Anyone using this technology is taken to be present in person at the meeting.



## 27. Chairperson for general meetings

**27.1** The elected **president** is entitled to chair **general meetings**.

**27.2** The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:

27.2.1. there is no president, or

27.2.2. the president is not present within 30 minutes after the starting time set for the meeting, or

27.2.3. the president is present but says they do not wish to act as chairperson of the meeting, or is unwilling to chair any part of the proceedings.

## 28. Role of the chairperson

**28.1** The chairperson is responsible for the conduct of, and procedures adopted at, the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor).

**28.2** The chairperson does not have a casting vote.

## 29. Adjournment of meetings

**29.1** If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.

**29.2** Only unfinished business may be dealt with at a meeting resumed after an adjournment of less than one month. Meetings adjourned for more than one month require new notice under clause 23.6.

## Members' resolutions and statements

### 30. Members' resolutions and statements

**30.1** Eligible voting members with at least 5% of the votes that may be cast on a resolution may give:

30.1.1. written notice to the **club** of a resolution they propose to move at a **general meeting** (members' resolution), and/or

30.1.2. a written request to the **club** that the **club** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).

**30.2** A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

**30.3** A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

**30.4** Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

**30.5** The percentage of votes that members have (as described in clause 30.1) is to be the number of eligible voting members on the club register at midnight before the request or notice is given to the club.

**30.6** If the club has been given notice of a members' resolution under clause 30.1.1 the resolution must be considered at the next general meeting held more than two months after the notice is given.

**30.7** This clause does not limit any other right that a member has to propose a resolution at a general meeting.

### **31. Notice of proposed resolution and distribution of statements**

**31.1** If the **club** has been given a notice or request under clause 30:

31.1.1. In time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **club's** cost, or

31.1.2. Too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **club** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **club** will pay these expenses.

31.1.3. The **club** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

31.1.3.1. It is more than 1000 words long, or

31.1.3.2. The directors consider it may be defamatory, or

31.1.4. Clause 31.1.2 applies, and the members who proposed the resolution or made the request have not paid the **club** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or

31.1.5. In the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### **32. Circular resolutions of members**

**32.1** Subject to Clause 32.3 the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).

**32.2** The directors must notify the auditor as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.

**32.3** Circular resolutions cannot be used:

32.3.1. for a resolution to remove an auditor, appoint a director or remove a director

32.3.2. for passing a special resolution, or

32.3.3. where the Corporations Act or this constitution requires a meeting to be held.

**32.4** A circular resolution is passed if all the members eligible to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 32.5 or clause 32.6

**32.5** Members may sign:

- 32.5.1. a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- 32.5.2. separate copies of that document, as long as the wording is the same in each copy.

**32.6** The **club** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 33. How many votes a member has

Ordinary members, concessional members (18 years of age or over) and honorary life members are entitled to one vote.

### 34. Challenge to member's right to vote

**34.1** A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.

**34.2** If a challenge is made under clause 34.1 the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 35. How voting is carried out

**35.1** Voting must be conducted and decided by:

- 35.1.1. a simple majority by a show of hands, or
- 35.1.2. a vote in writing (poll or ballot), or
- 35.1.3. an electronic vote, or
- 35.1.4. another method chosen by the chairperson that is fair and reasonable in the circumstances.

**35.2** Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

**35.3** On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.

**35.4** The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### 36. When and how a vote in writing or poll must be held

**36.1** A vote in writing (poll) may be demanded on any resolution instead of or after a vote by a show of hands by:

- 36.1.1. at least five members present, or
- 36.1.2. members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (the number of eligible voting members on the register at midnight before the vote in writing is demanded), or
- 36.1.3. the chairperson.

**36.2** A vote in writing must be taken when and how the chairperson directs, unless clause 36.3 applies.

**36.3** A vote in writing must be held immediately if it is demanded under clause 36.1:

- 36.3.1. for the election of a chairperson under clause 27.2, or
- 36.3.2. to decide whether to adjourn the meeting.

**36.4** A demand for a vote in writing may be withdrawn.

### **37. Appointment of proxy**

**37.1** A member who is entitled to attend and vote at a meeting of the club may appoint one proxy to attend and vote at a **general meeting** on their behalf.

**37.2** A proxy does not need to be a member.

**37.3** A proxy appointed to attend and vote for a member has the same rights as the member to:

- 37.3.1. speak at the meeting
- 37.3.2. vote in a vote in writing (but only to the extent allowed by the appointment), and
- 37.3.3. join in to demand for a vote in writing under clause 36.1.

**37.4** An appointment of proxy (via a proxy form determined by the Board) must be signed by the member appointing the proxy and must contain:

- 37.4.1. the member's name and address
- 37.4.2. the **clubs'** name
- 37.4.3. the proxy's name or the name of the office held by the proxy, and
- 37.4.4. the meeting(s) at which the appointment may be used.

**37.5** A proxy appointment may specify the way the proxy must vote on a particular resolution.

**37.6** Proxy forms must be received by the club at the address stated in the notice under clause 23.5.1 or at the club's specified address including an electronic address at least 48 hours before a meeting.

**37.7** A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.

**37.8** Unless the club receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

- 37.8.1. dies, or
- 37.8.2. is mentally incapacitated, or
- 37.8.3. revokes the proxy's appointment.

**37.9** If a proxy appointment is not properly executed or validated, incomplete or unclear, the following provisions apply. Nothing obliges the Board or the club to do anything referred to in those provisions

- 37.9.1. If the appointment has not been duly signed or validated, the club may:
  - 37.9.1.1. return the appointment to the appointing Member;
  - 37.9.1.2. request that the Member sign or validate the appointment and return it to the club within a period decided by the Board (which may be later

than the time specified in the relevant notice of meeting for the receipt of proxy appointments).

- 37.9.2. If the appointment is otherwise incomplete or unclear, the club may, by written or oral communication, clarify with a Member any instruction on the appointment and complete or amend the contents of any appointment to reflect any clarification in instruction received from the Member (which completion or amendment may occur later than the time specified in the relevant notice of meeting for the receipt of proxy appointments). For this purpose, the Member appoints the club as its attorney.

### **38. Voting by proxy**

**38.1** A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

**38.2** When a vote in writing is held, a proxy:

- 38.2.1. does not need to vote, unless the proxy appointment specifies the way they must vote
- 38.2.2. if the way they must vote is specified on the proxy form, the proxy must vote that way, and
- 38.2.3. if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## **Directors**

### **39. Number of directors**

The **club** must have at least three and no more than nine regular directors who are natural persons. Alternate directors and Board observers do not count towards this number.

### **40. Election and appointment of directors**

**40.1** The members may elect a director by a resolution passed in a general meeting.

- 40.1.1. Elected directors automatically join the Board of Directors.

**40.2** Each of the directors must be appointed by a separate resolution, unless

- 40.2.1. the members present have first passed a resolution that the appointments may be voted on together, and
- 40.2.2. no votes were cast against that resolution.

**40.3** A person is eligible for election as a director of the **club** if they:

- 40.3.1. are nominated by two eligible voting members of the **club**,
- 40.3.2. are an ordinary member, concessional member 18 years or older, or an honorary life member of the **club**,
- 40.3.3. are not already a director of the **club**, or remain eligible for re-election under clause 44.4.
- 40.3.4. give the **club** their signed consent to act as a director of the **club**, and
- 40.3.5. are not ineligible to be a director under the **Corporations Act**.

**40.4** If the number of directors is reduced to fewer than three, the continuing directors may act for the purpose of increasing the number of directors to three or calling a **general meeting**, but for no other purpose.

#### 41. Composition of the Board of Directors

The members of the Board of Directors shall comprise:

Office	Term
President	Two years
Honorary Secretary	Two years
Honorary Treasurer	Two years
And may also comprise up to:	
Six Elected Board Members	Two years

whose duties shall be those usually pertaining to the office or as described in this **constitution**. The President, Honorary Secretary and Honorary Treasurer shall, if necessary, hold their respective offices until their successors are appointed.

#### 42. Alternate Directors

**42.1** The Board of Directors, on behalf of a former director who is unable to fulfil their role, may appoint a person to be a director and fill a casual vacancy on the Board of Directors if the person:

42.1.1. is a voting member of the **club**.

42.1.2. is not ineligible to be a director under the **Corporations Act**.

**42.2** The term of an alternate director is for a specified period no longer than the next annual general meeting.

#### 43. Nominations

**43.1** Nominations for all offices shall be made on the forms prescribed by the **Board** which shall be made available to members at least six weeks before the **annual general meeting**.

**43.2** Nominations shall not be in order unless the forms include the signatures of the nominee, proposer and seconder, all of whom shall be financial members of the **club**, 18 years or older, at the time of nomination.

**43.3** Forms may be submitted in person or electronically or by other means acceptable to the Board.

**43.4** Nominations shall be received by the Secretary or other office bearer acting in their stead until midnight two weeks before the date of the **annual general meeting**

**43.5** Nomination forms will be made available at least six weeks before the **annual general meeting**

**43.6** The list of nominations (including names of proposers and seconders) shall be posted on the notice board in the **club** or displayed electronically until the **annual general meeting**.

**43.7** If only one nomination is received for a position on the Board, the nominee shall be deemed elected at the close of nominations

**43.8** If the number of nominations for a position on the Board exceeds the number of vacancies to be filled, a vote shall be conducted by show of hands, or by poll if the meeting is hybrid or virtual.

**43.9** Voting for the board elections may be opened electronically after nominations close, and will close during the **annual general meeting**, in this case a proxy voting system will not be required.

**43.10** If insufficient nominations are received for a position on the Board, further nominations may be received at the **annual general meeting** to fill the vacancies

#### **44. Terms of Office**

At each annual general meeting:

**44.1** Any alternate director appointed by the directors to fill a casual vacancy, and at least one-half of the elected board members, must retire.

**44.2** The directors who must retire at each **annual general meeting** under clause 44.1 will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

**44.3** A director's term of office starts at the end of the **annual general meeting** at which they are elected and ends at the end of the **annual general meeting** which they retire.

**44.4** Each director must retire from the Board after three consecutively elected terms of office (six years).

**44.5** A director who retires under clause 44.1 may nominate for election or re-election, subject to clause 44.4

**44.6** A director who has held office for a continuous period of six years or more may only be re-appointed or re-elected by a **special resolution** voted on by the members.

#### **45. When a director stops being a director**

A director stops being a director if they:

**45.1** give written notice of resignation as a director to the **club** delivered in person, by post, email or other electronic means

**45.2** die

**45.3** are removed as a director by a **special resolution** of the members

**45.4** stop being a member of the **club**

**45.5** are absent for three consecutive Board meetings without approval from the directors, or

**45.6** become ineligible to be a director of the **club** under the **Corporations Act**.

### **Powers of directors**

#### **46. Powers of directors**

**46.1** The directors are responsible for managing and directing the activities of the club to achieve the purposes set out in clause 8.

**46.2** The directors may use all the powers of the club except for powers that, under the Corporations Act or this constitution, may only be used by members.

**46.3** The directors must decide on the responsible financial management of the club including:

46.3.1. any suitable written delegations of power under clause 47 and

46.3.2. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.



**46.4** The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

**46.5 Powers generally**

Subject to the Corporations Act and to any other provisions of this Constitution, the management and control of the **club** and of the business and affairs of the **club** is vested in the Board who may exercise all such powers of the **club** and do all such acts or things not expressly required by this Constitution or by the Corporations Act to be exercised or done by a **general meeting**. No clause adopted or resolution passed by a **general meeting** invalidates any prior act of the Board which would have been valid if that clause or resolution had not been adopted or passed.

**46.6 Borrowing**

The Board has the power to raise or borrow any sum of money in such manner and on such terms as the Board thinks fit, subject to the limitation on its borrowing power set out in clause 46.7.

**46.7 Secured loans**

The Board does not have power to secure any payment or repayment of any sum of money borrowed or other obligations or liability of the **club**:

- 46.7.1. upon the security of any mortgage; or
- 46.7.2. by the issue of debentures or debenture stock of the **club** charged upon all or any property of the **club** (both present and future) including its goodwill and undertaking for the time being; or
- 46.7.3. upon bills of exchange, promissory notes or other obligations or otherwise.

**46.8 Execution of negotiable instruments**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and/or receipts for money paid to the **club** may be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two (2) Directors or in such manner as the Board at any time determines.

**47. Delegation of directors' powers**

**47.1** The directors may delegate any of their powers and functions to a committee, a director, or any other person, as they consider appropriate.

**47.2** The delegation must be recorded in the **club's** minute book.

**47.3** The President shall be an ex-officio member of all committees or subcommittees.

**48. Payments to directors**

**48.1** The **club** must not pay fees to a director for acting as a director.

**48.2** The **club** may:

- 48.2.1. pay a director for work they do for the **club**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
- 48.2.2. reimburse a director for expenses properly incurred by the director in connection with the affairs of the **club**.

**48.3** Any payment made under clause 48.2 must be accompanied by an itemised invoice and approved by the Board.

**48.4** The **club** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### **49. Execution of documents**

The **club** may execute a document without using a common seal if the document is signed by two directors of the **club**.

### **Duties of directors**

#### **50. Duties of directors**

**50.1** Directors must comply with their duties as directors under legislation and common law, and with the duties described in governance in the Corporations Act which are:

- 50.1.1. the duty to exercise powers and duties with the care and diligence that a reasonable person would have which includes taking steps to ensure they are properly informed about the financial position of the company and ensuring the company doesn't trade if it is insolvent
- 50.1.2. the duty to exercise powers and duties in good faith in the best interests of the **club** and for a proper purpose
- 50.1.3. the duty not to improperly use their position to gain an advantage for themselves or someone else, or to cause detriment to the company, and
- 50.1.4. the duty not to improperly use information obtained through their position to gain an advantage for themselves or someone else, or to cause detriment to the **club**.

#### **51. Conflicts of interest**

**51.1** A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- 51.1.1. to the other directors, or
- 51.1.2. if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

**51.2** The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

**51.3** Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clause 51.4:

- 51.3.1. be present at the meeting while the matter is being discussed, or
- 51.3.2. vote on the matter.

**51.4** A director may still be present and vote if:

- 51.4.1. their interest arises because they are a member of the **club**, and the other members have the same interest
- 51.4.2. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **club** (see clause 69)

- 51.4.3. their interest relates to a payment by the **club** under clause 68 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- 51.4.4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- 51.4.5. the directors who do not have a material personal interest in the matter pass a resolution that:
  - 51.4.5.1. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **club**, and
  - 51.4.5.2. says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Board meetings

### 52. When the directors meet

- 52.1 The Board of directors may decide how often, where and when they meet as the Board but this must be at least four (4) times per year.
- 52.2 The directors may decide if they would like observers to attend the meeting, and invite them to observe.
  - 52.2.1. Invited observers do not have any voting rights in the Board meeting, but may be invited to advise the Board.

### 53. Calling Board meetings

- 53.1 A director may call a Board meeting by giving reasonable notice to all of the other directors.
- 53.2 A director may give notice in writing or electronically or by any other means of communication that has previously been agreed to by all of the directors.

### 54. Chairperson for Board meetings

- 54.1 The **President** is entitled to chair Board meetings.
- 54.2 The directors at a Board meeting may choose a director to be the chairperson for that meeting if the **President** is:
  - 54.2.1. not present within 30 minutes after the starting time set for the meeting, or
  - 54.2.2. present but does not want to act as chairperson of the meeting.

### 55. Quorum at Board meetings

- 55.1 Unless the directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of the elected directors, where alternate directors will not form part of the majority.
- 55.2 A quorum must be present for the whole Board meeting.

### 56. Using technology to hold Board meetings

- 56.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 56.2 The directors' agreement may be a standing (ongoing) one.

**56.3** A director may only withdraw their consent within a reasonable period before the meeting.

**56.4** Meetings may be video and or audio recorded with consent of the Board.

## **57. Passing directors' resolutions**

A directors' resolution must be passed by a majority of the votes cast by the Directors present and eligible to vote on the resolution.

## **58. Circular resolutions of directors**

**58.1** The directors may pass a circular resolution without a Board meeting being held.

**58.2** A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 58.3 or clause 58.4.

**58.3** Each director may sign:

58.3.1. a single document setting out the resolution and containing a statement that they agree to the resolution, or

58.3.2. separate copies of that document, as long as the wording of the resolution is the same in each copy.

**58.4** The **club** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

**58.5** A circular resolution is passed when the last eligible director signs or otherwise agrees to the resolution in the manner set out in clause 58.3 or clause 58.4.

## **Secretary**

### **59. Appointment and role of secretary**

**59.1** The club must have at least one secretary who is also a director.

**59.2** The club secretary is elected by the members (after giving the club their signed consent to act as secretary of the club).

59.2.1. Their role is to maintain the minutes and other records of **general meetings** (including notices of meetings), Board meetings and circular resolutions.

**59.3** The company secretary is appointed by the Board.

59.3.1. They are responsible for ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the board of directors are implemented. The role is not clerical or secretarial.

59.3.2. The person may be a director or ordinary member of the **club**.

59.3.3. They are permitted to observe Board meetings even if they are an ordinary member of the club.

## **Minutes and records**

### **60. Minutes and records**

**60.1** The **club** must, within one month, make and keep the following records:

60.1.1. minutes of proceedings and resolutions of general meetings

60.1.2. minutes of circular resolutions of members

60.1.3. a copy of a notice of each general meeting, and

60.1.4. a copy of a members' statement distributed to members under clause 31

**60.2** The club must, within one month, make and keep the following records:

60.2.1. minutes of proceedings and resolutions of Board meetings (including meetings of any committees), and

60.2.2. minutes of circular resolutions of directors.

**60.3** To allow members to inspect the **club's** records:

60.3.1. the **club** must give a member access to the records set out in clause 60.1, and

60.3.2. the directors may authorise a member to inspect the records referred to in clause 60.2 and 61.1.

**60.4** The directors must ensure that minutes of a **general meeting** or a Board meeting are signed within a reasonable time after the meeting by:

60.4.1. the chairperson of the meeting, or

60.4.2. the chairperson of the next meeting.

**60.5** The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

## **61. Financial and related records maintained by the treasurer**

**61.1** The **club** must make and keep written financial records that:

61.1.1. correctly record and explain its transactions and financial position and performance, and

61.1.2. enable true and fair financial statements to be prepared and to be audited.

**61.2** The club must also keep written records that correctly record its operations.

**61.3** The club must retain its records for at least 7 years.

**61.4** The directors must take reasonable steps to ensure that the club's records are kept safe.

**61.5** The treasurer ensures that official records of the club register are maintained of members of the club and Board.

## **By-laws**

### **62. By-laws**

**62.1** The directors may pass a resolution to make by-laws to give effect to this constitution.

**62.2** Members and directors must comply with by-laws as if they were part of this constitution.

## Notice

### 63. What is notice

**63.1** Anything written to or from the club under any clause in this constitution is written notice and is subject to clauses 64 to 66 unless specified otherwise.

**63.2** Clauses 64 and 65 do not apply to a notice of proxy under clause 37.

### 64. Notice to the club

Written notice or any communication under this constitution may be given to the **club**, the directors or the secretary by:

**64.1** delivering it to the **club's** registered office,

**64.2** posting it to the **club's** registered office or to another address chosen by the **club** for notice to be provided,

**64.3** sending it to an email address or other electronic address notified by the **club** to the members as the **club's** email address or other electronic address.

### 65. Notice to members

Written notice or any communication under this constitution may be given to a member:

**65.1** in person

**65.2** by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

**65.3** sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)

**65.4** if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

**65.5** If the **club** does not have an address for the member, the **club** is not required to give notice in person.

### 66. When notice is taken to be given

A notice:

**66.1** delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered

**66.2** sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs

**66.3** sent by email, or other electronic method, is taken to be given on the business day after it is sent, and

**66.4** given under clause 64 is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

### 67. Club's financial year

The **club**'s financial year is from 1 July to 30 June, unless the Board of directors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 68. Indemnity

**68.1** The **club** indemnifies each officer of the **club** out of the assets of the **club**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **club**.

**68.2** In this clause, 'officer' means a director, and such members approved by the Board and includes a director or approved members after they have ceased to hold that office.

**68.3** In this clause, 'to the relevant extent' means:

68.3.1. to the extent that the **club** is not precluded by law (including the **Corporations Act**) from doing so, and

68.3.2. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

**68.4** The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **club**.

### 69. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **club** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **club** against any liability incurred by the person as an officer of the **club**.

### 70. Directors' access to documents

**70.1** A director has a right of access to the financial records and members register of the **club** at all reasonable times.

**70.2** If a majority of the directors agree, the **club** must give a director or former director access to:

70.2.1. certain documents, including documents provided for or available to the directors, and

70.2.2. any other documents referred to in those documents.

## Winding up

### 71. Surplus assets not to be distributed to members

If the **club** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **club**.

## **72. Distribution of surplus assets**

**72.1** Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the **club** is wound up must be distributed to a not-for-profit institution, body entity or organisation:

72.1.1. with purpose(s) similar to, or inclusive of, the purpose(s) in clause 8, and

72.1.2. whose constitution also prohibits the distribution of any surplus assets to its members to at least the same extent as the club.

**72.2** The decision as to the institution, body entity or organisation to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **club** may apply to the Supreme Court of Victoria to make this decision.