

**CONSTITUTION OF THE
RYDE BASEBALL CLUB**

**PREPARED JUNE 2020
TO BE ACCEPTED AT THE 2020
AGM**

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Part 1 Preliminary

1 Definitions & Interpretations

(1) In this constitution:

The Act means the *Associations Incorporation Act 2009*.

BA means Baseball Australia or other name as recognised as the National body for affiliation.

BNSW means Baseball NSW or other name as recognised as the State Body for affiliation.

The Club means the Ryde Baseball Club Inc

Club Coaches means the accredited Coaches appointed by the Club to manage the development of player skills.

The Executive refers to the office bearers of the Club namely the President, Vice President, Treasurer and Secretary.

Financial Year shall be the 30th of June in each year.

Grade Managers means the accredited Coaches appointed to each Grade to manage the playing teams

General Committee members of the Club other than the Executive and Manager of Baseball Operations responsible for the running of the Club.

Management Committee means the officials of the Club responsible for the management of the Club – no more than 8 members.

Manager of Baseball Operations refers to the Club Head Coach.

Member being any member of the Club which can be further defined as Life member, playing member or ordinary member.

Membership Fee shall be determined each year by the Executive.

Registered Office shall be the place determined by the Executive each year and published on The Club's website.

The Regulation means the *Associations Incorporation Regulation 2016*.

RHBL – means the Ryde Hornsby Baseball League or other as recognised as the junior baseball association in the region.

Secretary means:

(a) the person holding office under this constitution as secretary of the Club, or

(b) if no person holds that office - the public officer of The Club.

Selection Committee comprises the Club Coaches and Grade Coaches and is headed up by the Manager of Baseball Operations.

special general meeting means a general meeting of The Club other than an annual general meeting.

Uniform means the on field uniform which will consist of Red (PMS 186) white, black and grey baseball uniform including hat in the style approved by the Executive which is to be worn by all members taking the field.

- (2) In this constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (4) Objective – The objective of The Club shall be to provide the opportunity and facilities for all members to participate in the sport of baseball, to create an atmosphere of social and moral discipline and to compete in competitions provided by BNSW,BA or any other organising authority.

Part 2 Membership

2 Membership generally

- (1) A person is eligible to be a member of The Club if:
 - (a) the person is a natural person,
 - (b) the person is 15 years of age or older; and
 - (b) the person has applied and been approved for membership of The Club in accordance with clause 3.
- (2) Class of Member:
 - (a) Life Member – any member who has, in the opinion of the Executive, rendered the Club such services as to entitle him or her the honour, may be appointed as a “Life Member” by the Executive. A Life Member will be exempt from annual membership fees but will have no voting rights unless they are also an active member of the Club.
 - (b) Playing Member – Any member of the Club taking an active part in playing the game of baseball. A Playing Member shall have all the rights and privileges of an ordinary member.
 - (c) Ordinary Member – Any person not taking an active part in playing the game of baseball. An ordinary member shall have all the rights and privileges of a member.
 - (d) Under 18 Member – Any person who is a member of the Club who has not attained the age of 18 years at the time of a vote shall have no voting rights or privileges.
- 3) A member of The Club present at a general meeting will be entitled to one vote on each motion or amendment put to the meeting.
- 4) A member of The Club present at an Annual General meeting will be entitled to one vote on each motion or amendment put to the meeting.

3 Application for membership

- (1) An application by a person for membership of The Club:
 - (a) must be made in writing (including by email or other electronic means, if the Executive so determines) in the form determined by the Executive, and
 - (b) must be lodged (including by electronic means, if the Executive so determines) with the secretary of The Club.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the Executive, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the Executive makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the Executive approved or rejected the application (whichever is applicable), and

- (b) if the Executive approved the application, request the applicant to pay (within the period so determined by the Executive after receipt by the applicant of the notification) the sum payable under this constitution by a member an annual membership fee.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b), enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of The Club.

4 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from The Club, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of The Club:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of The Club may resign from membership of The Club by first giving to the secretary written notice of at least 1 month (or any other period that the Executive may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of The Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) No refund of membership fees will be made on cessation of membership unless otherwise determined by the Executive.

7 Register of members

- (1) The secretary must establish and maintain a register of members of The Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of The in each year.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of The Club, or

- (b) if The Club has no premises, at the Secretary's place of residence or at another place determined by the Executive.
- (3) The register of members must be open for inspection, free of charge, by any member of The Club at any reasonable hour.
- (4) A member of The Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to The Club or other material relating to The Club including invoices, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.
- (8) If a member changes their address or contact details so contained in the member register it is the member's responsibility to update the secretary of the change or they will have taken to have been notified at the address held as per section 10, 28 and 46.

8 Fees and Memberships

- (1) A general member of The Club must, on admission to membership, pay to The Club a membership fee of \$1 each year
- (2) A playing member of the Club must, on admission to member, pay to The Club the Annual player membership fee as determined in each year by the Executive.
- (3) A member of The Club must be financial and registered in the prescribed form and accepted to membership of The Club by the Executive each year.
- (4) Financial membership of The Club in any playing season is deemed to remain current until the commencement of the next playing season or to a date fixed by the BNSW/BA.
- (5) Any member owing money to The Club cannot be elected to the Executive.
- (6) Any member owing money to The Club will not be eligible for clearance to transfer to another Club until such time as all monies are paid.
- (7) Any member applying for Clearance to transfer must be prepared to appear before the Executive to state his/her reason.

9 Members' liabilities

The liability of a member of The Club to contribute towards the payment of the debts and liabilities of The Club or the costs, charges and expenses of the

winding up of The Club is limited to the amount, if any, unpaid by the member in respect of membership of The Club as required by clause 8 in each year.

10 Disciplining of members

- (1) A complaint may be made to the Executive by any person that a member of The Club:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution or Club By-Laws, or
 - (b) has wilfully acted in a manner prejudicial to the interests of The Club.
- (2) The Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive decides to deal with the complaint, the Executive:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Executive may, by resolution, expel the member from The Club or suspend the member from membership of The Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until The Club confirms the resolution under clause 11,whichever is the later.

11 Right of appeal of disciplined member

- (1) A member may appeal to The Club in general meeting against a resolution of the Executive under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Executive, which is to convene a general meeting of The

Club to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of The Club convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Executive and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of The Club present at the meeting including Life Members.

Part 3 Management of the Club

12. Management Committee

The management of the Club shall be in the hands of the Management Committee of the Club which will include

:

- (a) The Executive;
- (b) The General Committee; and
- (c) The Baseball Operations Manager.

13 Powers of the Management Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by The Club in general meeting, the Management Committee:

- (a) is to control and manage the affairs of The Club including ordinary business transactions relating to arrears, borrowing money and banking, and
- (b) may exercise all the functions that may be exercised by The Club, other than those functions that are required by this constitution to be exercised by:
 - 1) a special general meeting of members of The Club;
 - 2) a decision of the Executive only, or
 - 3) a decision made by the Baseball Operations Manager only.
- (c) has power to perform all the acts and do all things that appear to the management committee to be necessary or desirable for the proper management of the affairs of The Club.

14 Composition and membership of the Management Committee

- (1) The Executive is to consist of:
 - (a) the office-bearers of The Club.

- (2) The Management Committee is to consist of:
 - (a) the office bearers of The Club;
 - (b) The Manager of Baseball Operations;
 - (c) Members of the Club as required to form a Management Committee of no more than 8 members.
- (3) The office-bearers of The Club are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the vice-president,
 - (d) the treasurer,
 - (e) the secretary.
- (4) An Executive member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which an Executive member may hold office.
- (6) Each member of the Executive and management committee is, subject to this constitution, to hold office until immediately before the election of Executive and committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of management committee members

- (1) Nominations of candidates for election as Executive of The Club or as general committee members:
 - (a) must be made in writing and signed by the member wishing to stand, and
 - (b) must be delivered to the secretary of The Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (c) If a nomination is received in the prescribed form for an Executive position no nomination for that position will be accepted at the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Executive or management committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting for the vacant positions.
- (3) If insufficient further nominations are received, any vacant positions remaining on the management committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected with no vote required.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and management committee is to be conducted at the annual general meeting in any usual and proper manner that the Executive directs.
- (7) A person nominated as a candidate for election as an office-bearer or as a general committee member of The Club must be a member of The Club.

16 Secretary

- (1) The secretary of The Club must, as soon as practicable after being appointed as secretary, lodge notice with The Club of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the general committee, and
 - (b) the names of members present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the treasurer of The Club to ensure:

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

18. Baseball Operations Manager

The Baseball Operations Manager will be charged with the responsibility for building the player profile of the Club including but not limited to player recruitment, player retention, club strategic planning, individual player development, roster selection, practice session planning, coach development, pathway development from the RHBL and the overall management of the player base and coaching staff of the Club. They will further have the responsibility of chairing the Selection Sub-Committee, appointing Grade Managers and Club Coaches. The position of Baseball Operations Manager will be a minimum 2 year appointment.

- (1) Applications for an appointment as Baseball Operations Manager:
 - (a) must be made in writing, and accompanied by a resume of experience, and
 - (b) must be delivered to the secretary of The Club at least 7 days before the date fixed for the holding of the annual general meeting in the year the appointment is to commence.
- (2) The Baseball Operations Manager will be appointed by the Executive.

- (3) The Baseball Operations Manager will receive an honorarium as determined each year by the Executive.
- (4) Termination of the appointment as Baseball Operations Manager can be made by the Executive in writing and will be effective immediately or at any date so determined by the Executive.

19 Casual Committee vacancies

- (1) In the event of a casual vacancy occurring in the membership of the general committee, the Executive may appoint a member of The Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the general committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of The Club, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 20, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Executive from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20 Removal of committee members

- (1) The Club in a special general meeting may, by resolution, remove any member of the Executive or general committee from their office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of The Club, the secretary or the president may send a copy of the representations to each member of The Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) A quorum for a special general meeting to remove a member of the Executive is 50% of the membership at the time of the resolution.

- (4) A quorum for a special general meeting to remove a member of the General Committee is 5 members at the time of the resolution.
- (5) No proxy votes will be accepted.

21 Meetings and quorum

- (1) The Executive must meet at least 5 times in each period of 12 months at the place and time that the Executive may determine;
- (2) The Management Committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (3) Additional meetings of either committee may be convened by the president or by any member of the Executive.
- (4) Oral or written notice of a meeting of the Executive or Management Committee must be given by the secretary to each member of the Executive/Management Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (5) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (7) Any 4 members of the Management Committee which must include at least 2 members of the Executive to constitutes a quorum for the transactions of business of a meeting of the Management Committee.
- (8) Any meeting of The Club must include 4 members of the Management Committee which must include at least 2 members of the Executive to constitutes a quorum for the transactions of business of a meeting of The Club.
- (9) No business is to be transacted by the Executive/Management 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (10) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (11) At a meeting of the Executive/Management committee:
 - (a) the president or, in the president's absence, a vice-president is to preside, or
 - (b) if the president a vice-president are absent or unwilling to act, one of the remaining members of the general committee chosen by the members present at the meeting is to preside.

22 Use of technology at committee meetings

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

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of The Club that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the management committee or of any sub-committee appointed by the Executive are to 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 management committee or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 19 (2), the management committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be

discovered in the appointment or qualification of any member of the committee or sub-committee.

- (5) No proxy votes will be accepted at meetings of the Executive or Management Committee.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
 - (a) within 4 months after the close of The Club's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of The Club is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Executive 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 is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the management committee reports on the activities of The Club during the last preceding financial year,
 - (c) to elect office-bearers of The Club and general committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of The Club.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of The Club.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the Executive fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of The Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Eight members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

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

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of The Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of The Club is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of The Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of The Club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of The Club unless all money due and payable by the member to The Club has been paid.
- (4) A member is not entitled to vote at any general meeting of The Club if the member is under 18 years of age.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of any meeting of The Club.

36 Postal or electronic ballots

- (1) The Club may hold a postal or electronic ballot (as the management committee determines) to determine any issue or proposal (other than an appeal under clause 20).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

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

Part 5 Miscellaneous

38 Insurance

The Club insurance is covered in capitation paid to BA/BNSW only.

39. Indemnity

- (1) If any prosecution, action or suit at law is commenced against any member of the Executive Committee or of the General Committee or any other

officer, servant or agent of the Club for anything done by them in the proper discharge of their duties such person or persons shall be indemnified by the Club for all damage, costs and expenses which may be incidental to, or result from such prosecution, action or suit at law and the Club shall be empowered to apply the property and funds of the Club for such purposes.

- (2) No member of the Executive Committee or of the General Committee or other officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee or General Committee or other officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title of any property acquired by order of the Committee for or on behalf of the Club in or upon which any money of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen through his own act or wilful default

40 Funds - source

- (1) The funds of The Club are to be derived from entrance fees and annual subscriptions of members, donations, grants, loans and sponsorships and, subject to any resolution passed by The Club in general meeting, any other sources that the management committee determines.
- (2) All money received by The Club must be deposited as soon as practicable and without deduction to the credit of The Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

41 Funds - management

- (1) Subject to any resolution passed by The Club in general meeting, the funds of The Club are to be used solely in pursuance of the objects of The Club in the manner that the Executive determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

42 The Club is non-profit

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

43 Distribution of property on winding up of The Club

- (1) Subject to the Act and the Regulations, in a winding up of The Club, any surplus property of The Club is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

- (2) In this clause, a reference to the surplus property of an The Club is a reference to that property of The Club remaining after satisfaction of the debts and liabilities of The Club and the costs, charges and expenses of the winding up of The Club.

44 Change of name, objects and constitution

An application for registration of a change in The Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive member.

45 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to The Club must be kept in New South Wales:

- (a) at the main premises of The Club, in the custody of the public officer or a member of The Club (as the Executive determines), or
- (b) if The Club has no premises, at the Secretary's place of residence or at another place determined by the Executive.

46 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of The Club at any reasonable hour:
 - (a) records, books and other financial documents of The Club,
 - (b) this constitution,
 - (c) minutes of all, general meetings of The Club.
- (2) A member of The Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Executive may refuse to permit a member of The Club to inspect or obtain a copy of records of The Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of The Club.

47 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person by a minimum of two of the following:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by publication on The Club's social media platforms, or
 - (d) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (d) in the case of a publication on social member, on the date the notice was posted.

48 Financial year

The financial year of The Club is:

- (a) the period of time commencing on the date of incorporation of The Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of The Club, commencing on 1 July and ending on the following 30 June.

Appendix 1

Life Members

Paul O'Neill

2018

Owen Talauta

2019