



**Merimbula Big Game  
&  
Lakes Angling Club Inc**

**CONSTITUTION**

*Under the Associations Incorporation Act 2009*  
**Dated: 7<sup>th</sup> February 2011**

**Revised: 24 August 2014**

**Revised: 16 August 2016**

**Revised: 15 August 2017 & 2018**

# ASSOCIATIONS INCORPORATION ACT - 2009

## MERIMBULA BIG GAME AND LAKES ANGLING CLUB INCORPORATED

### Rule No.

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# ASSOCIATIONS INCORPORATION ACT 2009

## MERIMBULA BIG GAME AND LAKES ANGLING CLUB INCORPORATED

### INTRODUCTION

#### STATEMENT OF OBJECTS

##### **1. NAME**

The Name of the Club shall be “Merimbula Big Game & Lakes Angling Club Incorporated” abbreviated to MBGLAC Inc and commonly referred to as “the Club”.

##### **2. THE CLUB**

(a) The Members are associated together to provide and maintain a club of a social and sporting character for the entertainment and comfort of the members and their guests and to provide a club house and other conveniences and generally to afford to members and their guests the usual privileges and accommodation of such a club.

##### **THE CLUB – NON PROPRIETARY CLUB**

(b) The Club shall be a non-proprietary club and any profits and other income of the Club shall be applied to the promotion of the purpose and objects for which the members are associated together.

##### **3. OBJECTS**

The objects for which the Club is formed are:

- a. To help conserve the marine game fish and food fish resources of Australian waters for the recreation and economic use of present and future generations.
- b. To develop and support game fish Tagging Programs and other Scientific Data collection efforts.
- c. To encourage, foster, develop and promote the interest of juniors in amateur fishing, and to instruct, advise and organise them in the same for the proper enjoyment of amateur fishing.
- d. To participate in and promote the sport of Amateur Fishing.
- e. To endeavour to ensure that all members of this Club obey the rules as determined herein, both in the letter and spirit, and to maintain the highest ethical standards at all times.
- f. To affiliate with the NSWGFA, GFAA and agree to fish in accordance with the rules of GFAA.
- g. To keep and maintain records of Fish Captures and to submit to the proper authorities on behalf of Members, claims of record fish captures.
- h. To promote and engage in competitions within our own Club and with other clubs etc.
- i. To promote, enhance and advance the sport of Amateur Game and Estuarine Fishing.
- j. To provide social intercourse for the Members.
- k. To assist members to become proficient in the following: navigation, seamanship, safety at sea and radio communications, either through expertise of our own members or by the appointment of advisors.
- l. To promote the scientific study of salt water game and estuary fish.
- m. From time to time as the occasion shall require and when necessary after obtaining approval of the relevant body maintain any buildings or other conveniences and work

- necessary or convenient for the purposes of the Club and to furnish and maintain lawns, grounds and other areas and means of recreation within the terms of the Licence Agreement with the Bega Valley Shire Council and Lands Office Nowra.
- n. To purchase, take on lease or in exchange, charge, hire or otherwise acquire any lands, buildings, easements rights or property, real or personal which may be deemed necessary or convenient for any purpose of the Club.
  - o. To sell, convey, transfer lease or assign mortgage charge, give in exchange, dispose of, manage or otherwise deal with all or any of the real or personal property of the Club.
  - p. To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person/s who may incur or have incurred any personal liability for the benefit of the Club.
  - q. To help support and promote the Merimbula Marine Rescue Service.
  - r. To assist charitable, sporting, social, patriotic or philanthropic object as determined by the Clubs Committee.
  - s. To hold or arrange competitions/catch and release fishing festivals and provide or contribute towards the provision of prizes, awards and distinctions in connection herewith. Provided that no member of the club or entrant shall receive any prize, award of distinction of a monetary value except as a successful competitor at any competition/ catch and release fishing festival held or promoted by the club.
  - t. To maintain an On-licence (function) Liquor Licence and to observe the highest standards of responsible serving of alcohol.
  - u. To ensure no action is taken which is designed to obtain a licence to keep, use and operate poker machines during the Club's tenure at Spencer Park.
  - v. To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid required by the members of the Club.
  - w. To protect by insurance all Club property real or otherwise and fixed assets. To protect by insurance the Club and its members against Third Party and Public Liability Claims.
  - x. To invest and deal with money of the Club not immediately required in such a manner as the committee thinks fit may be permitted by law for the investment of Club funds.
  - y. To borrow or raise or secure the payment of money in such a manner as the Club may think fit and to secure the same repayment of the performance of any debt, liability, contract or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Clubs property both present and future and to purchase, redeem or pay off any such securities.
  - z. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
  - aa. To print and publish in any newspaper, bulletins, book or leaflets that the Club may think desirable for the promotion of its objects.
  - bb. To enter into reciprocal agreements with kindred clubs.
  - cc. To affiliate with any other organisation and pay monies or fees to anybody having objects similar to those of the Club.
  - dd. To do all such lawful acts, deeds, matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them arrangements as may be incidental or conducive to the attainment of the above objects or any of them.

#### **4. INCOME AND PROPERTY OF THE CLUB**

- a. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in these Rules. No portion shall be paid or transferred directly by way of dividend, bonus or otherwise in any way to members of the Club or to any of them or to any person claiming through any of them.

- b. Nothing hereinafter contained shall prevent the payment in good faith of remuneration or honoraria to any of the officers of the Club in return for outstanding services neither rendered to the Club nor prevent the payment of interest at a rate not exceeding bank rate on money borrowed from any member of the Club for any purposes of the Club.

## **PART I – PRELIMINARY**

### **1. Definitions**

- (i) In these rules:

**Director-General** means the Director-General of the Department of Fair Trading.

**Ordinary Member** means a member of the Club who is not an office-bearer of the Club, as referred to in rule 18(b).

**Public Officer** Each Incorporated Association must at all times have a Public Officer in accordance with the Act. The Public Officer is appointed by the Committee and must be 18 years of age or over and reside in New South Wales. The Public Officer is not required to be a member of either the Committee or the Association. Where at any time there is a vacancy in the office of Public Officer of an Incorporated Association, the Committee of the Association must within 14 days after the vacancy occurs:

- (a) give notice of the occurrence of the vacancy to the Department of Fair Trading in the prescribed Form (9); and
- (b) appoint a person to fill the vacancy. Where the Committee of an Incorporated Association fails to comply with clauses (a) and (b) **each member** of the Committee is guilty of an offence and liable to a penalty as legislated.

**Secretary** means:

- (a) the person holding office under these rules as secretary of the Club; or
- (b) if no such person holds that office - the Public Officer of the Club.

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

**The Act** means the *Associations Incorporation Act 2009*

**The Regulation** means the *Associations Incorporation Regulation 1999*.

- (ii) In these rules:

- (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.

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

## **PART 2 – MEMBERSHIP**

- 2. The maximum number of members of the Club is 1,000 senior (16 years of age and over as at 1 July in any one year) and 200 junior (under the age of 16 years as at 1 July in any one year) members but the Committee from time to time may register an increase of members.

The Membership of the Club shall be composed as follows:

- (a) Members who shall consist of such persons male and female sixteen (16) years and over as at 1 July in any one year as are duly elected in accordance with the Rules of the Club.
- (b) Family members shall consist of any member who may upon the payment of the prescribed family membership fee gain Club privileges for another adult and all juniors in the family under the age of sixteen (16) years as at 1 July in any one year.
- (c) Junior members shall consist of such persons male and female under the age of sixteen (16) years as at 1 July in any one year.
- (d) The Committee may reject any application for membership without assigning any reason for rejection.
- (e) On the election of a member the Secretary shall forthwith notify such member of his/her election and such member shall be deemed to be bound by the Constitution and Rules for the time being in force.
- (f) Every member, on becoming a member, is required to notify the Secretary of any subsequent change of address and the address so given shall be deemed to be such member's registered address for the service of notices.

### **3. Honorary Members**

The following persons may, at the discretion of the Committee, be admitted as Honorary Members of the Club without obligation or liability in respect of joining fee or subscription:

- (a) Visitors to the town of Merimbula who usually reside outside a distance of 32 kilometres from Merimbula for the duration of such visit or one month, whichever shall be the shorter, provided such honorary membership shall not be extended to any one person more than three times per year and no two periods of honorary membership shall be consecutive.
- (e) Newly arrived residents of Merimbula, provided such honorary membership shall not exceed one month.
- (f) Any citizen visiting the Club for a special purpose or a special occasion or a special visit.

#### **4. Temporary Members**

The Committee may, at its discretion, grant Temporary Membership for the duration of the Merimbula Open Tournament and Broadbill Tournament, or any other open challenge tournament, to persons wishing to compete in any of these Tournaments, provided that the person pays such fee as determined by the Committee. Temporary membership will cease at the conclusion of each Tournament.

#### **5. Life Membership**

The Committee, if it so desires, may submit the name of any member to an annual general meeting to receive by vote of secret ballot of simple majority, the honour of Life Member.

Life members shall have the right to attend all general and other Club meetings, and to have a voice and vote at these meetings. Not more than seven (7) life members shall be permissible at any one time. To qualify for life membership a member must have rendered outstanding service to the Club for a period of at least seven (7) years. No more than one (1) submission may be made in any one (1) year. A life member shall, notwithstanding any other provision in these Rules, be entitled to all the privileges of membership for life without the payment of any further fees and subscriptions by him or his spouse unless he shall cease to be a Member under the provisions of sections 8 and 15 of these Rules.

#### **6. Membership Qualifications**

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- (b) the person is a natural person:
  - (i) who has been nominated for membership of the association as provided by rule 7; and
  - (ii) who has been approved for membership of the association by the committee of the association.

#### **7. Nomination for Membership**

- (a) A nomination of a person for membership of the Club:
  - (i) must be made by a member of the Club in writing in the form of an application for membership or by electronic format, and
  - (ii) must be lodged with the secretary of the club.
- (b) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the committee makes that determination, the secretary must:
  - (i) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable); and



(ii) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as joining fee and annual subscription.

(d) The Secretary must, on payment by the nominee of the amounts referred to in clause (c)(ii) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **8. 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) is un-financial, that is, has not paid current dues.

#### **9. 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; or

(b) terminates on cessation of the person's membership.

#### **10. Resignation of Membership**

(a) A member of the Club is not entitled to resign that membership except in accordance with this rule.

(b) A member of the Club who has paid all amounts payable to the Club in respect of his/her membership may resign from membership of the Club by first giving to the Secretary written notice of his/her intention to resign and such resignation shall take effect from the date on which it is received by the Secretary.

(c) If a member of the Club ceases to be a member under clause (b) and in every other case where a member ceased 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.

#### **11. Register of Members**

(a) The Secretary of the Club must establish and maintain a register of members of the Club together with the date on which the person became a member.

(b) The register of members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the association at any reasonable hour.

- (b) A member of the Club may obtain a copy of any part of the register on payment of a fee as determined by the committee, for each page copied.

## 12. Fees and Subscriptions

- (a) A member of the Club must, on admission to membership, pay to the Club a joining fee of an amount that is determined by the committee.
- (b) In addition to any other amount payable by the member under clause (a), a member of the Club must pay to the Club an annual membership fee of an amount as determined by the committee:
  - (i) except as provided by clause (b)(ii) before 1 June in each calendar year; or
  - (ii) where the member becomes a member on or after 1 June in any calendar year - on becoming a member and before 1 June in each succeeding calendar year;
  - (iii) all subscriptions paid on or after 1 April in any financial year shall be deemed to be paid to 31 May of the ensuing year;
  - (v) all levies struck during a financial year shall also be applicable to all new members during that year;
  - (vi) any levy or levies struck shall be applicable to male and female members in full and to junior members at the discretion of the Committee;
  - (vii) the amount of joining fees, annual subscriptions and other fees and charges payable by any class of member shall be determined by the Committee at the Committee Meeting in April of each year. All subscriptions and other fees and charges shall be payable annually in advance;
    - a. members who have not paid their annual subscription by 30 June each year will be considered un-financial and may be required to re-apply for membership and pay a joining fee and the applicable annual subscription unless determined otherwise by the committee who may take any extenuating circumstances into account; in a case of a member's significant hardship, the President, Secretary and Treasurer may unanimously agree to waive membership fees to that member with the matter to be reviewed each year.
- b. **Ages limits and terminologies to age limits.**
  - a. **Senior/Male**
  - b. **Senior/Ladies**
  - c. **Junior/s** – persons up until their 16<sup>th</sup> birthday. A junior angler may hold juniors, men's or women's records, and all Tackle records, if eligible.
  - d. **Small Fry** – persons up until their 11<sup>th</sup> birthday.
  - e. the above is so that we have a standard of terminologies throughout the club.
  - f. Junior members (under 16 years as at 1 July in any one year) will not be required to pay a joining fee.

## 13. Members' Liabilities

The liability of a member of the Club to contribute toward 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 rule 12.

#### **14. Resolution of Internal Disputes**

- (a) Disputes between members (in their capacity as members) of the Club and disputes between members and the association, where such disputes have not been able to be resolved internally, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (b) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

#### **15. Disciplining of Members**

- (a) A complaint may be made to the committee by any member that a member of the club:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (b) On receiving such a complaint, if after due investigation and deliberation, the Committee is of the opinion that the complaint is warranted and is unable to resolve the matter internally, the Committee:
  - (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (c) The committee may, by resolution, expel the member from the association 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.
- (d) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, because written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 16.
- (e) The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (ii) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under rule 16(e); whichever is the later.

#### **16. Right of Appeal of Disciplined Member**

- (a) A member may appeal to the Club in general meeting against a resolution of the committee under rule 15, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) 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.
- (c) On receipt of a notice from a member under clause (a), the Secretary must notify the Committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the Club convened under clause (c):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **PART 3 - THE COMMITTEE**

#### **17. Powers of the Committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Club

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

#### **18. Constitution and Membership**

- (a) The committee is to consist of:

- (i) the office-bearers of the Club; and
  - (ii) eight ordinary members, each of whom is to be elected at the annual general meeting of the Club under rule 19.
- (b) The office-bearers of the Club are to be:
- (i) the President;
  - (ii) two (2) Vice-Presidents;
  - (iii) the Secretary; and
  - (iv) the Treasurer.
- (c) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (d) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (e) The president shall not be eligible to re-stand or represent for nomination for the position of president after having served a period of five (5) consecutive years as president. Where the outgoing president does not wish to accept his/her nomination upon standing down from the position then he/she shall be entitled to re-offer for nomination after the expiration of a period of one (1) year from the date of vacation of his/her office in the chair.
- (f) The immediate past-president shall automatically become an ex-officio committee member for one (1) year following his/her retirement from office.

## **19. Election of Members**

- (a) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the committee:
- (i) must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (ii) must be delivered to the secretary of the Club at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of office-bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## 20. Secretary

- (a) 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.
- (b) It is the duty of the Secretary to keep minutes of:
  - (i) all appointments of office-bearers and members of the committee;
  - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
  - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) The Secretary shall be responsible for the updating and safe keeping of both the master copy of the constitution and the licence with the Bega Valley Shire Council covering the use of and term of occupancy of the site in Spencer Park on which the clubhouse stands.
- (e) The Secretary shall be responsible for keeping an up to date register of all members of the Association.
- (f) It is the responsibility of the Secretary to attend to all correspondence of the Club and to maintain all files in an orderly and up to date manner.

## 21. Treasurer

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

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

- (c) the treasurer shall arrange for the Association's Books of Account to be audited at the end of each financial year by an external auditor and to have the Auditor's Report available at the club's annual general meeting.

## **22. Casual Vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Club; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 23; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six (6) months.

## **23. Removal of Member**

- (a) the Club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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.

## **24. Meetings and Quorum**

- (a) The committee must meet at least six (6) times in each period of twelve (12) months at such place and time as the committee may determine.
- (b) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed

for the holding of the meeting.

- (d) Notice of a meeting given under clause (c) 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 that the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any seven (7) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) 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.
- (h) At a meeting of the committee:
  - (i) the president or, in the president's absence, the vice-president is to preside; or
  - (ii) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **25. Delegation by Committee to Sub-Committee**

- (a) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation;
  - (ii) a function that is a duty imposed on the committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had



been done or suffered by the committee.

- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

## **26. Voting and Decisions**

- (a) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 24 (e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **PART 4 - GENERAL MEETINGS**

### **27. Annual General Meetings - Holding of**

- (a) the Club must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (b) At any General, Annual or Special General Meeting of the Club only financial members and Life Members shall be entitled to vote. Only financial members or Life Members shall be entitled to take part in the management of the Club and to attend and vote at any meeting.

### **28. Annual General Meetings - Calling of and Business at**

- (a) The Annual General Meeting of the Club shall, subject to the Act and to rule 27 be convened on the first Monday evening in August of each year or at a later date in the year as determined by the Committee.
- (b) 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:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

- (ii) to receive from the committee reports on the activities of the Club during the last preceding financial year;
  - (iii) to receive and consider the financial statement which is required to be submitted to members under section 26 (6) of the Act.
  - (iv) to appoint a Returning Officer to conduct the election of office bearers of the Club and ordinary members of the Committee.
- (c) An annual general meeting must be specified as such in the notice convening it.

## 29. Special General Meetings - Calling of

- (a) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (b) The committee must, on the requisition in writing of at least 5% of the total number of members, convene a special general meeting of the Club.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting; and
  - (ii) must be signed by the members making the requisition; and
  - (iii) must be lodged with the Secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (e) A special general meeting convened by a member or members as referred to in clause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurred expenses is entitled to be reimbursed by the Club for any expense so incurred.

## 30. Notice

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a 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.
- (b) 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 twenty-one (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 clause (a), the intention to propose the resolution as a special resolution.

- (c) 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 that may be transacted under rule 28(b).
- (d) 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.

### **31. Procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Seven members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of a member, is to be dissolved; and
  - (ii) 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.
- (d) 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 three (3)) is to constitute a quorum

### **32. Presiding Member**

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

### **33. Adjournment**

- (a) 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.

- (b) If a general meeting is adjourned for (fourteen) 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.
- (c) Except as provided in clauses (a) and (b), 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.

#### **34. Making of Decisions**

- (a) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### **35. Special Resolution**

A resolution of the Club is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules to do so, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

#### **36. Voting**

- (a) On any question arising at a general meeting of the Club a member has one vote only.

- (b) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (c) 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.
- (d) A member or proxy 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, including the amount of the annual subscription payable in respect of the then current year.

### **37. Appointment of Proxies**

- (a) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

## **PART 5 - MISCELLANEOUS**

### **38. Insurance**

- (a) The association must effect and maintain insurance under section 44 of the Act.
- (b) In addition to the insurance required under clause (a), the Club may effect and maintain other insurance.

### **39. Funds - Source**

- (a) The funds of the Club are to be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.
- (b) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (c) the Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **40. Funds - Management**

- (a) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the Club

- (c) Expenditure in excess of \$1,000 requires the prior approval of the committee of management before payment is made.

#### **41. Alteration of Objects and Rules**

The Statement of Objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

#### **42. Common Seal**

- (a) An incorporated Club must have a common seal that bears its name. This is usually a stamp that shows the Club's name and logo and must be kept by the Secretary or Public Officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the Public Officer or Secretary.

#### **43. Custody of Books**

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

#### **44. Inspection of Books**

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

#### **45. Service of Notices**

- (a) For the purpose of these rules, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally; or
  - (ii) by sending it by pre-paid post to the address of the person; or
  - (iii) 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.
- (b) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (iii) 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

- (iv) 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.

#### **46. Surplus Property - Winding Up**

- (a) At the first general meeting of the Club, the Club shall pass a special resolution nominating an incorporated Club as the association in which to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the Club.
- (b) The incorporated Club so nominated shall be one that fulfils the requirements specified in section 53 (2) (a)-(c) of the Act in the event of the winding up or the cancellation of the incorporation of the Club.

#### **47. Financial Year**

The financial year of the Club shall commence on the first day of July and end on the thirtieth day of June of the ensuing year.

#### **48. Trustees**

- (a) Three trustees shall be appointed by the committee and they shall hold office until death, resignation, bankruptcy or removal from office.
- (b) All property of the club shall be vested in the trustees and all written declaration of trust containing such terms and conditions as may be presented by the committee.
- (c) A trustee may be removed from office at a general meeting of which due notice of the intention to remove such trustee has been given.
- (d) A trustee may be a member of the committee if so elected.

#### **49. Names**

An incorporated association shall have at the end of its name the word "Incorporated" or the abbreviation "Inc".

The name of an incorporated association shall appear in legible characters on all business letters, statements of account, invoices, official notices, publications, bills of exchange, promissory notes, endorsements, cheques, orders, receipts and letters of credit of or purporting to be issued or executed by or on behalf of the association and if default is made in complying with this subsection the association shall be guilty of an offence and liable to a penalty as legislated.

#### **50. Guests**

- (a) All members have the privilege of introducing any person as a guest to the Club. However, no member shall introduce any person as a guest whose name has been removed from the Register of Members for misconduct or non-payment of subscription or fees or who has been suspended by the Committee of Management of

the Club.

- (b) Members shall be responsible for the conduct of any guests they introduce to the Club and the guest shall remain in the reasonable company of the member during the time of visit.
- (c) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (d) All non-members/visitors/guests of members must sign the visitors' book.

#### **51. By-Laws**

The committee may formulate or amend By-Laws and rules as and when it considers necessary for the proper management and conduct of the affairs of the Club.

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