

06 November 2024

Notice of Special General Meeting
QUEANBEYAN LITTLE ATHLETICS CENTRE INC.
ABN: 53 934 219 109

Notice is given that a Special General Meeting will be held:

Date: Monday, 9 December 2024

Time: Commencing at 7.45 PM

Venue: Wright Park, Queanbeyan NSW

The business of the Special General Meeting will be:

1. Opening and welcome from the President (chair)
2. Apologies
3. To propose the following notice of motion as a **Special Resolution:**

Motion:

- a. That Queanbeyan Little Athletics Centre Inc (QLAC) shall amalgamate with the Queanbeyan Athletic Club Inc (QAC) under on the terms provided in Appendix 1.
- b. That the objects and proposed constitution of the amalgamated association are approved and shall be:
 - (1) the attached statement of the objects of the association (Appendix 2); and
 - (2) the attached constitution of the association (Appendix 3).
- c. That the QLAC committee, in conjunction with the QAC committee, is authorised to make the application for registration of an amalgamated incorporated association under the Associations Incorporation Act 2009 (NSW), including:
 - (1) proposing the name Queanbeyan-Palerang Athletics Club;
 - (2) nominating Linda Thompson as the first Public Officer of the amalgamated association;
 - (3) nominating 42 Carolyn Jackson Drive, Jerrabomberra, NWS 2619 as the address of the amalgamated association; and
 - (4) do all things necessary to amalgamate QLAC and QAC.
4. Meeting Close

Questions & Queries

Any questions should be directed to the QLAC President, Keira Byrne on 0415 720 797

Notes:

Relevant provisions of the **QLAC constitution** are:

Clause 31 Special resolutions

'(1) A special resolution may only be passed by the association in accordance with section 39 of the Act.'

Clause 32 Voting

'(1) On any question arising at a general meeting of the association 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 association unless all money due and payable by the member to the association has been paid.

(4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.'

Clause 33 Proxy votes not permitted

'(1) Proxy voting must not be undertaken at or in respect of a general meeting.'

Relevant provisions of the **Associations Incorporation Act 2009 (NSW)** are:

Section 39 Voting on special resolutions

'(1) A resolution is passed by an association as a *special resolution*—

(a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or

(b) in a postal, electronic or combined ballot conducted by the association, or ...

... if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

(2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

(3) A ballot referred to in subsection (1)(b) must be conducted in accordance with the regulations. ...'



President
Queanbeyan Little Athletics Centre

06 November 2024

Appendices:

1. Terms of amalgamation
2. Objects of the association
3. Constitution of the association

TERMS OF AMALGAMATION OF QUEANBEYAN LITTLE ATHLETICS CENTRE INC (QLAC) AND QUEANBEYAN ATHLETIC CLUB INC (QAC)

The following terms shall apply to the amalgamation of Queanbeyan Athletic Club Inc (QAC) and Queanbeyan Little Athletics Centre Inc (QLAC)

1. **Context.** Both QLAC and QAC are committed to encouraging and promoting widespread participation in the sport of athletics in the Queanbeyan-Palerang region to enhance opportunities for every athlete within the region to reach levels appropriate to their abilities and aspirations. While between QLAC and QAC, athletics in the region has been made available to all ages of athletes, a combined and integrated approach would be more effective and efficient in giving effect to this commitment. This is particularly the case following the formation of Capital Athletics within the neighbouring ACT (and to which both associations are affiliated), and which now manages all levels of athletics on a centralised basis. Accordingly, the committees of both QLAC and QAC believe that an amalgamation is in the best interests of their respective clubs and the sport of athletics in the Queanbeyan-Palerang Region.
2. **Effect.** It is understood and agreed by QLAC and QAC that upon amalgamation under the Associations Incorporation Act 2009 No.7 (NSW)(the Act):
 - a. the new amalgamated association will:
 - i. become the registered entity,
 - ii. take on the liabilities of each association,
 - iii. assume the assets of each association,
 - iv. take on the rights and responsibilities of each association, and
 - v. takes on any pending proceedings against any of the associations;
and
 - b. members of each association become members of the new association.
3. **Operation of amalgamated association.**
 - a. The new amalgamated association will operate in accordance with:
 - i. the Act, regulations made under the Act, any other applicable law (including, for example, in relation to the protection of children and vulnerable people and work health and safety) and the constitution of the new amalgamated association.
 - ii. its rights, responsibilities and obligations as an affiliated member of Capital Athletics (ACT) and cooperate with other member associations and clubs.
 - b. The first committee to manage the affairs of the new amalgamated association will be formed immediately following amalgamation. That is, in accordance with the Act and constitution for the new amalgamated

association, as soon as practical after amalgamation, the Public Officer will give notice of a general meeting of the association at which the first committee will be elected. In this regard:

- i. It is expected that sufficient members of the respective QLAC and QAC committees will make themselves available to fill the positions on the new committee as required under the Act and proposed constitution.
 - ii. It is understood that a failure to establish a committee to manage the affairs of the newly amalgamated association render the association's registration liable to cancellation.
 - c. The new committee will do all things necessary to establish a merged administrative, financial and governance framework for the new amalgamated association in accordance with Act, regulations other laws and the constitution of the new association.
4. **Undertakings.** Until such time as the amalgamation takes effect, both QAC and QLAC undertake to:
- a. carry on their respective activities in a normal, proper and efficient manner;
 - b. observe their respective legal obligations under an law or agreement;
 - c. maintain their respective assets at normal levels;
 - d. consult each other in relation to any matter having a significant effect on the respective association's operations including any significant expenditure or new contracts;
 - e. upon request provide access to each other of any association records, including administrative and financial, that are relevant to the amalgamation; and
 - f. disclosed to each other any significant legal, financial or other liabilities, affecting their respective association that are known or become known to the committees of each association.

OBJECTS OF THE ASSOCIATION

The objects for which the association is established are to:

- (a) encourage and promote widespread participation in the sport of athletics in the Queanbeyan-Palerang region to enhance opportunities for every athlete to reach levels appropriate to their abilities and aspirations; and
- (b) conduct, encourage, promote, advance, and manage all levels of athletics, including the conduct of athletics events, competitions and championships, in the Queanbeyan-Palerang region; and
- (c) contribute to the community within the Queanbeyan-Palerang region by promoting positive attitudes, a healthy lifestyle and personal development through individual, family and community involvement in athletics activities, as a social and recreational activity and as athletic competition, for all age groups, abilities and backgrounds, in a safe and inclusive environment; and
- (d) encourage the provision and development of appropriate athletics facilities throughout Queanbeyan-Palerang region; and
- (e) promote athletics throughout the Queanbeyan-Palerang region to obtain government and public support, including financial and other benefits; and
- (f) engage in commercial activities that are consistent with these objects; and
- (g) maintain such affiliations with State, Territory and national bodies that will assist with the fulfilling of these objects; and
- (h) select, send and support athletes, officials and support staff in relation to State, Territory, national and other representative events; and
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

Queanbeyan-Palerang Athletics Club Incorporated Constitution
Under the Associations Incorporation Act 2009 (NSW)

Contents

Part 1	Preliminary.....	3
1	Definitions	3
Part 2	Name of Association	
2	Name of association	4
Part 3	Objects of Association	
3	Objects of association	5
Part 4	Members of association	5
4	Membership generally	5
5	Membership applications.....	6
6	Competing members.....	8
7	Non-competing members	8
8	Life members.....	9
9	Associate members	9
10	Register of members	10
11	Fees and subscriptions	10
12	Members' liabilities	11
13	Disciplinary action against members	11
14	Right of appeal against disciplinary action.....	12
15	Resolution of internal disputes	12
16	Membership entitlements not transferable	13
17	Member resignation.....	13
18	Cessation of membership.....	13
19	Appointment and removal of patrons.....	13
20	Rights of patrons	13
21	Life members at date of incorporation	13
22	Eligibility for Life membership and Nomination requirements.....	13
23	Admission to Life membership.....	14
24	Merit Awards.....	14
25	Cessation of Life membership	15
Part 3	Committee	15
26	Functions of committee	15
27	Composition of committee.....	15
28	Election of committee members.....	15
29	Terms of office.....	16
30	Vacancies in office	16
31	Secretary.....	17
32	Treasurer	17
33	Delegation to subcommittees	17
34	Committee meetings	18
35	Notice of committee meeting	18
36	Quorum	18
37	Presiding committee member.....	19
38	Voting	19

39	Acts valid despite vacancies or defects	19
40	Transaction of business outside meetings or by telephone or other means.....	19
Part 4	General meetings of association.....	20
41	Annual general meetings.....	20
42	Special general meetings.....	20
43	Notice of general meeting.....	20
44	Quorum	21
45	Adjourned meetings.....	21
46	Presiding member	21
47	Voting	22
48	Postal, electronic or combined ballots.....	22
49	Transaction of business outside meetings or by telephone or other means.....	22
Part 5	Administration	23
50	Change of name, objects or constitution	23
51	Funds	23
52	Insurance	23
53	Non-profit status	23
54	Service of notices	24
55	Custody of records and books.....	24
56	Inspection of records and books	24
57	Financial year.....	25
58	By-laws	25
59	Distribution of property on winding up	25

Part 1 Preliminary

1 Definitions

(1) In this constitution:

athletics means the sport of athletics, including track and field, road running, race walking, cross country running, mountain running, trail running and any athletics-related activity recognised and regulated by Little Athletics Australia, Athletics Australia or Capital Athletics or their successor bodies or from time to time.

by-law or by-laws means a by-law or by-laws made under clause 58.

committee means the committee established under Division 1 of this constitution.

committee member means an office-bearer or ordinary committee member.

constitution means this constitution as amended from time to time, and a reference to a particular clause or sub-clause is a reference to a clause or sub-clause of this constitution.

educational Institution means a school that is established or registered in accordance with the relevant State or Territory legislation to provide primary and/or secondary education.

entity means either:

- (a) a body corporate under Commonwealth, State or Territory law, including an incorporated association, an incorporated statutory authority, a company or a cooperative; or
- (b) an educational institution,

and not a person.

exercise a function includes perform a duty.

financial year is as specified in clause 57.

function includes a power, authority or duty.

merit awards means any award for service or performance, other than life membership, given to a person or entity by the association, or was previously given by Queanbeyan Little Athletics Centre or Queanbeyan Athletics Club.

office-bearer means a committee member who is elected to an office referred to in sub-clauses 27(1)(a)(i) - (iv).

objects means the objects specified in clause 3.

ordinary committee member means a committee member who is not an office-bearer.

ordinary resolution has the same meaning as in the Act and, as at the date of incorporation, means a resolution that is passed by the association:

- (a) at a general meeting of the association, or
- (b) in a postal ballot conducted by the association,

if it is supported by more than half of the votes cast by members of the association who are voting members.

person (or persons) means an individual or individuals and not an entity or entities.

policies means any resolution or determination of the committee, or subcommittee that has been authorised by the committee to make policies binding on the association, which has been notified to the members of the association.

Queanbeyan Athletics Club means Queanbeyan Athletic Club Inc (incorporated in NSW 1992).

Queanbeyan Little Athletics Centre means Queanbeyan Little Athletics Centre Inc (incorporated in NSW 1990).

register of members means the register of members maintained under clause 10.

school athletics club means a body representing an Educational Institution and is officially recognised by the association as a school athletics club.

secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office - the public officer of the association.

special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

special resolution has the same meaning as in the Act and, as at the date of incorporation, means a resolution passed by an association as a special resolution:

- (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
- (b) in a postal ballot conducted by the association, or
- (c) in such other manner as the Director-General (as defined in the Act) may direct, if it is supported by at least three-quarters of the votes cast by members of the association who are voting members and provided the notice referred to sub-clause (a) included the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

subcommittee means a subcommittee established under clause 33.

the Act means the *Associations Incorporation Act 2009 No.7*.

the association means the Queanbeyan-Palerang Athletics Club Inc.

the Regulation means the *Associations Incorporation Regulation 2022*.

voting member means a member of the association who is entitled to vote under sub-clause 47(1)

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Name of association

2 Name of association

The name of the association is Queanbeyan-Palerang Athletics Club Inc (hereafter “the association”), or such other name as was approved by the Secretary (as that term is defined in sub-section 4(1) the Act), incorporated under the Act.

Part 3 Objects of Association

3 Objects of Association

The objects for which the association is established are to:

- (a) encourage and promote widespread participation in the sport of athletics in the Queanbeyan-Palerang region to enhance opportunities for every athlete to reach levels appropriate to their abilities and aspirations; and
- (b) conduct, encourage, promote, advance, and manage all levels of athletics, including the conduct of Athletics events, competitions and championships, in the Queanbeyan-Palerang region; and
- (c) contribute to the community within the Queanbeyan-Palerang region by promoting positive attitudes, a healthy lifestyle and personal development through individual, family and community involvement in athletics activities, as a social and recreational activity and as athletic competition, for all age groups, abilities and backgrounds, in a safe and inclusive environment; and
- (d) encourage the provision and development of appropriate Athletics facilities throughout Queanbeyan-Palerang region; and
- (e) promote Athletics throughout the Queanbeyan-Palerang region to obtain government and public support, including financial and other benefits; and
- (f) engage in commercial activities that are consistent with these objects; and
- (g) maintain such affiliations with State, Territory and national bodies that will assist with the fulfilling of these objects; and
- (h) select, send and support athletes, officials and support staff in relation to State, Territory, national and other representative events; and
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

Part 4 Members of association

4 Membership generally

- (1) The members and membership categories the association are:
 - (a) Competing members (see clause 6),
 - (b) Non-competing members (see clause 7)
 - (c) Life Members (see clause 8)
 - (d) Associate members (see clause 9)
- (2) The eligibility criteria applicable to each category of Member in sub-clauses 4(1) are those stated in clauses 6, 7, 9 and 22.
- (3) The admission requirements for membership are as follows:
 - (a) the person (whether personally or through a representative, such as a parent, guardian, carer, family member or support person) or entity has:
 - (i) complied with all the information requirements and other procedures applicable to their application for membership under clause 5 of the constitution.
 - (ii) agreed to be bound by this constitution, the by-laws and policies of the association; and
 - (iii) paid (or agreed to pay if not yet due) any membership fees applicable to

that person or entity as a member in accordance with clause 11.

- (b) other than a case to which sub-clause 5(5) applies, the committee has decided that the admission of the person or entity to membership as a member is in the best interests of the association.

[Note: sub-clause 5(5) concerns applications processed and approved by automated means]

- (4) A person is a member of the association if:
 - (a) all the following apply:
 - (i) they applied (whether personally or through a representative, such as a parent, guardian, carer, family member or support person) to be a member under clause 5; and
 - (ii) they satisfy the eligibility criteria for the category of membership for which they have applied; and
 - (iii) the admission requirements specified in sub-clause 4(3) have been fulfilled in relation to them; and
 - (iv) their application has been approved under clause 5; and
 - (v) their name has been entered on the register of members, or
 - (b) they were 1 of the persons on whose behalf an application for registration of the association was made under the Act, section 6(1)(a), or
 - (c) were a member of either or both Queanbeyan Little Athletics Association or Queanbeyan Athletics Club immediately before the amalgamation that formed the association,

and in each case, the committee will assign the person to one of the membership categories included in sub-clauses 4(1)(a) to (c) and in the case of (c) consistent with the persons previous membership of Queanbeyan Little Athletics Association or Queanbeyan Athletics Club.

- (5) An entity is an Associate member of the association when:
 - (a) the entity has applied to be a member under clause 5, and
 - (b) the entity's application has been approved by the committee under clause 5, and
 - (c) the entity's name is entered in the register of members (clause 10).
- (6) Membership of the association continues until one of the events in clause 18 occurs.
- (7) Subject to this constitution a person may be a member of more than one membership category at the same time. That is, a member of the association includes a person who is a member in one or more membership categories.
- (8) Within each membership category the committee may create sub-categories of members and any such sub-categories shall take effect when they are specified in the by-laws. The association and committee, whether through any by-laws or policies, may apply different rights, obligations and policies to each sub-category of members, provided those rights, obligations and policies remain consistent with this constitution. To the extent that any right, obligation or policy applicable to a sub-category of member is inconsistent with this constitution, it is of no effect.
- (9) The voting rights of members at a general meeting of the association are specified in clause 47.

5 Membership applications

- (1) This clause applies those categories of membership provided for in sub-clauses 4(1)(a), (b) and (d), but not (c) in relation to Life Members (see clauses 8 and 21-23).

- (2) An application by a person or and entity to be a member of the association must be:
 - (a) made in writing, and
 - (b) in the form determined by the committee, and
 - (c) received:
 - (i) in the case of a person or and entity, by the secretary; or
 - (ii) in the case of a person, using an automated system in accordance with sub-clause 5(5).
- (3) The committee may determine:
 - (a) that an application may be made or lodged by email or other electronic means.
 - (b) the nature of the information that must be provided by persons and entities applying for membership of the association
 - (c) the procedures by which applications for membership of the association shall be submitted, received, considered, determined or otherwise administered and managed, provided that any procedures shall be of no effect if they are inconsistent with any other provision of this constitution
- (4) If the secretary receives an application under sub-clause 5(2)(c)(i):
 - (a) the secretary must refer an application to the committee as soon as practicable after receiving the application.
 - (b) the committee must approve or reject the application based on the eligibility criteria and admission requirements referred to in sub-clause 4(2).
 - (c) as soon as practicable after the committee has decided the application, the secretary must:
 - (i) give the applicant written notice of the decision, including by mail, email or other electronic means if determined by the committee, and
 - (ii) if the application is approved - inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 11 for the relevant category or categories of membership within 28 days of the day the applicant received the notice.
- (5) Subject to clauses 5(3) and (5(6), in relation to an application for membership from a person:
 - (a) the committee may approve the use of an automated system:
 - (i) through which person may submit and the association receive an application for membership for one or more categories of membership, whether directly to the association or via one or more third-party service providers; and
 - (ii) which following receipt may process, determine, approve and/or otherwise administer and manage, applications for one or more categories of membership; and
 - (iii) to collect any fees (entry, annual or otherwise), subscription or other charge payable to the association by members of the association; and
 - (iv) which will apply the eligibility criteria referred to in clause 4(2); and
 - (v) which will apply the admission requirements in clause 4(3), with the exception that clause 4(3)(b) shall not apply, but instead clauses 5(7) and 5(8) shall apply; and
 - (b) a person whose application for membership is dealt with under sub-clause 5(a) does not become a member of the association until sub-clause 5(6) is complied

with.

- (c) the employment of such an automated system for this purpose shall be in accordance with any by-laws and policies of the association relating to that automated system or automated systems generally.
- (6) Once a person or entity's membership has been approved under this clause 5, the secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays to the association the entrance fee and annual subscription fee in accordance with clause 11, unless the secretary decides to refer the applicant to the committee for consideration under sub-clause 5(7).
- (7) When an application for membership of any person was received and approved by automated means under sub-clause 5(5), then:
- (a) at any time before the applicant's name is entered in the register of members; or
 - (b) within 28 days after the applicant's name has been entered in the register of members,
- the committee may, as the case may be, reject the application or rescind the membership of that person if the committee determines by resolution that one or more of the circumstances in clause 5(8) applies.
- (8) For the purposes of sub-clause 5(7) the circumstances are that the committee considers that:
- (a) the person did not satisfy the eligibility criteria for the category of membership for which they applied; and
 - (b) the person did not fulfil the admission requirements to be member of the association; and
 - (c) the person's membership of the association is not in the best interests of the association.

6 Competing members

- (1) A Competing member is a person who:
 - (a) applies (whether personally or through a representative, such as parent, guardian, carer, family member or support person) to join the association for the purpose of participating as an athlete in association athletic events for which that person is eligible to participate; and
 - (b) is admitted to membership as a Competing member under clause 5.
- (2) For the purposes of sub-clause 4(2), the eligibility criteria to become a Competing member of the association is that the person intends to participate as an athlete in association athletic events for which that person is eligible to participate.
- (3) Subject to sub-clause 6(4), a Competing member may participate as an athlete in the association's athletics events and/or as a representative of the association, for which that person is eligible to participate.
- (4) The right to participate as an athlete under sub-clause 6(3) is subject to any conditions and/or restrictions and, in the case of representing the association, also ineligibility, imposed by the by-laws or policies on a sub-category of Competing members created under sub-clause 4(7).

7 Non-competing members

- (1) A Non-competing member of the association is person who:
 - (a) is demonstrably involved in the sport of athletics in in one or more of the

following capacities:

- (i) parent, guardian, carer, family member or support person of a Competing member,
- (ii) coach,
- (iii) official,
- (iv) administrator,
- (v) volunteer,
- (vi) support personnel
- (vii) member of the committee, and/or
- (viii) supporter,

in connection with the association and/or other members of the association;
and

- (b) is admitted to membership as a Non-competing member under clause 5.
- (2) For the purposes of clause 4(2), the eligibility criteria to become a Non-competing member of the association is that the person is, or will be upon becoming a member of the association, demonstrably involved in the sport of athletics in one or more of the capacities listed in sub-clause 7(1)(a).
- (3) A Non-competing member shall not participate as an athlete in the association's athletics events or as a representative of the association unless they are also admitted as a Competing member of the association.

8 Life members

- (1) A Life member is a person:
- (a) recognised as a life member of either or both Queanbeyan Little Athletics Centre or Queanbeyan Athletic Club immediately prior to the commencement of this constitution; and
 - (b) those subsequently admitted as a Life members under clause 23.
- (2) Life member memberships are not transferable.

9 Associate members

- (1) An Associate member is an entity that:
- (a) has objectives which are consistent with those of the association and its admission to membership of the association; and
 - (b) has been admitted to membership as an Associate member under clause 5.
- (2) For the purposes of sub-clause 4(2), the eligibility criteria to become an Associate member of the association:
- (a) the entity:
 - (i) is a body corporate under Commonwealth, State or Territory law, including an incorporated association, an incorporated statutory authority, a company or a cooperative; and
 - (ii) has a written governing document that in all relevant respects permits the entity to comply with the Act and this constitution, by-laws and policies of the association; or
 - (b) a school athletics club.

10 Register of members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) may be in written or electronic form, and
 - (b) must include, for each member:
 - (i) the member's full name, and
 - (ii) a residential, postal or email address, and
 - (iii) the date on which the person became a member, and
 - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
 - (c) must be kept in New South Wales:
 - (i) at the association's main premises, or
 - (ii) if the association has no premises - at the association's official address, and
 - (d) must be available for inspection, free of charge, by members at a reasonable time, and
 - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) If the register is kept in electronic form, the requirements in sub-clauses 10(2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) a newsletter, or
 - (ii) a notice for a meeting or other event relating to the association, or
 - (iii) other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

11 Fees and subscriptions

- (1) Subject to this constitution and an ordinary resolution of the voting members at a general meeting of the association, the committee may set such fees (entry, annual or otherwise), subscription or other charge payable to the association by members of the association or any other person or entity provided with a service of any kind by the association, that the considers are necessary to promote the objects of the association (see clause 3). When setting such fees, the committee must decide:
 - (a) the level of fees, including for each category of membership of the association; and
 - (b) the deadlines for payment of those fees;
- (2) Without limiting the discretion of the committee under sub-clause 11(1), the committee may set such fee (entry, annual or otherwise), subscription or other

charge at \$0 for any category or sub-category of member or any other person or entity provided with a service of any kind by the association.

- (3) In relation to any category of member for which a fee (entry, annual or otherwise) is not set in accordance with sub-clause 11(1), the entrance fee shall be \$1 and the annual fee shall be \$2.
- (4) Subject to sub-clause 11(5), all relevant details of the association membership fees shall be incorporated in the association's by-laws and shall be available to any member on request and through the association's website.
- (5) At the committee's discretion, in the case of hardship of any person, the committee may reduce or exempt a person from the payment of any particular fee (entrance, annual or otherwise) subscription or other charge. If such a reduction or exemption is made, it shall not be publicly disclosed unless such disclosure is authorised by a resolution of the committee or required by any law.
- (6) Payment of fees (entry, annual or otherwise), subscription or other charge payable to the association, includes such payment made for that purpose through any third-party service provider approved for that purpose by the committee.

12 Members' liabilities

The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 11:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

13 Disciplinary action against members

- (1) A person, including but not limited to a member of the association or a member of the committee, may make a complaint to the committee that a member of the association has:
 - (a) failed to comply with a provision of this constitution or of the by-laws or policies of the association (including but not limited to any Code of Behaviour issued as a by-law or policy of the association); or
 - (b) willfully acted in a way prejudicial to the interests of the association; or
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) serve notice of the complaint on the member, and
 - (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) consider any submissions made by the member.
- (4) For the purposes of this clause 13, where the member subject to the complaint is a committee member that committee member may not vote on any resolution proposed under this clause 13.
- (5) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) the facts alleged in the complaint have been proved, and
 - (b) the expulsion or suspension is warranted.

- (6) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) the action taken, and
 - (b) the reasons given by the committee for taking the action, and
 - (c) the member's right of appeal under clause 14.
- (7) The expulsion or suspension does not take effect until the later of the following:
 - (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 14.
- (8) The by-laws may provide further direction and guidance on the disciplinary processes applicable to members who are under 18 years old, insofar as that direction and guidance is not inconsistent with this clause 13.

14 Right of appeal against disciplinary action

- (1) A member may appeal against a resolution of the committee under clause 13 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

15 Resolution of internal disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
 - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
 - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

16 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

17 Member resignation

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
- (2) The member ceases to be a member on the expiration of the notice period.

18 Cessation of membership

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

- (a) dies, or
- (b) resigns from being a member, or
- (c) is expelled from the association, or
- (d) fails to pay the annual fee payable under sub-clause 11(1) within 3 months of the due date or otherwise fails to renew their membership of the association in accordance with the constitution, any by-laws or policies of the association; or
- (e) has their membership rescinded by the committee under sub-clause 5(7); or
- (f) as determined by the committee, does not meet the eligibility criteria for membership set by this constitution.

19 Appointment and removal of Patrons

The committee may appoint and remove patrons of the association.

20 Rights of Patrons

Patrons are not entitled to vote at any general meeting but may be invited to attend by the committee.

21 Life members at date of incorporation

Clause 22 and sub-clauses 23(1) to (3) do not apply to those Life members included under sub-clause 8(1)(a).

[Note: sub-clauses 23(4) and (5) apply to those Life members recognised under sub-clause 8(1)(a)]

22 Eligibility for Life Membership and Nomination requirements

- (1) A person is eligible for admission as a Life member of the association on the basis of long term, highly meritorious service.
- (2) A member of the association or the committee may submit a nomination of a person for Life membership.
- (3) Nominations for Life membership shall be submitted to the committee.
- (4) The nomination is to set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life membership.

- (5) The committee shall decide whether it will recommend the approval of the nomination at an annual general meeting.
- (6) If the committee decides to recommend the approval of the nomination at an annual general meeting, the committee shall seek:
 - (a) the consent of the nominee; and
 - (b) the nominee's agreement to:
 - (i) be bound by this constitution, the by-laws and policies of the association.
 - (ii) support the association in the achievement of its objects (under clause 2).

23 Admission to Life Membership

- (1) Provided the nominee has provided the consent and agreement referred to in clause 22(6), the committee shall seek the approval of the nomination at the next annual general meeting unless that annual general meeting is within the following two months following the receipt of the nominee's consent and agreement (and in such case the Board shall seek approval at the following annual general meeting).
- (2) The nomination is approved if at the relevant annual general meeting it is agreed to by seventy five percent (75%) or more of the votes cast in a secret ballot by the voting members present at that annual general meeting.
- (3) The person becomes a Life member when they are entered into register of members as a Life member, which the Secretary shall do (or cause to be done) immediately following the annual general meeting which approved the nomination.
- (4) At all times a Life member must comply with this constitution, by-laws or policies of the association, including but not limited to any obligations that apply to other membership categories that are specifically applied to Life members, except to the extent that those obligations are inconsistent with this clause 23.
- (5) A Life member shall:
 - (a) have the right to be a voting member in relation to a General Meeting, and
 - (b) have the right to remain a Life member until they die, resign their Life membership or have their membership terminated according to this constitution; and
 - (c) not be required to pay fee or levy to the association for membership or registration; and
 - (d) be invited (and is to receive an invitation) and has free admission to all functions, fixtures and events held by or otherwise conducted under the auspices of the association; and
 - (e) be entitled to compete as an athlete in the association's athletics events and/or as a representative of the association, but in the case of the latter will still be required to pay any fees or charges required by another entity to compete in that entity's athletics events.

24 Merit Awards

- (1) All merit awards that were awarded by Queanbeyan Little Athletics Centre or Queanbeyan Athletics Club to a person or entity shall become a merit award of the association.
- (2) The committee may decide to make a recommendation to a general meeting that a new merit award be established.
- (3) Upon receiving the committee's recommendation for a new merit award, the

association may establish a new merit award to members by ordinary resolution of the voting members at a general meeting. Such resolution shall specify the criteria, procedures and authority for the conferring of the new merit award.

- (4) The criteria, procedures and authority for the conferring of the new merit award established under this clause 24 shall be recorded in the by-laws and shall have effect as a by-law.

25 Cessation of Life Membership and revocation of other awards

- (1) Life membership shall only cease in accordance with clause 13 or clause 18.
- (2) Merit awards that have been made to a person or entity shall only be revoked if a recommendation of the committee to revoke the award is approved by a special resolution of the voting members at a general meeting. If the award had been made to a voting member, that voting member shall not vote on the resolution.

Part 5 Committee

Division 1 Constitution

26 Functions of committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
- (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

27 Composition of committee

- (1) The committee must have 7 members, as elected in accordance with clause 28, consisting of:
 - (a) the following office-bearers:
 - (i) the president, and
 - (ii) the vice-president, and
 - (iii) the secretary, and
 - (iv) the treasurer, and
 - (b) at least 3 ordinary committee members.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

- (2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

28 Election of committee members

- (1) Any member of the association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (2) The nomination must be:
 - (a) made in writing, and

- (b) signed by at least 2 members of the association, not including the candidate, and
 - (c) accompanied by the written consent of the candidate to the nomination, and
 - (d) given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received to fill all vacancies:
 - (a) the candidates nominated are taken to be elected, and
 - (b) a call for further nominations must be made at the meeting.
 - (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
 - (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
 - (6) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
 - (7) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

29 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

30 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the association under this clause 30, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (g) is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in sub-clause

30(2) relates may:

- (a) give a written statement, of a reasonable length, to the president or secretary, and
 - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under sub-clause 30(3)(a) to each member in accordance with a request made under sub-clause 30(3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

31 Secretary

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
- (a) all elections of committee members, and
 - (b) the names of committee members present at a meeting of the committee or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
- (a) kept in written or electronic form, and
 - (b) for minutes of proceedings at a meeting -signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

32 Treasurer

The treasurer of the association must ensure—

- (a) all money owed to the association is collected, and
- (b) all payments authorised by the association are made, and
- (c) correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

33 Delegation to subcommittees

- (1) The committee may:
- (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

- (a) this power of delegation, or
- (b) a duty imposed on the committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

Division 2 Procedure

34 Committee meetings

- (1) The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

35 Notice of committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

36 Quorum

- (1) The quorum for a meeting of the committee is 3 committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) to the same place, and
 - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under sub-clause 36(5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

37 Presiding committee member

- (1) The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

38 Voting

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

39 Acts valid despite vacancies or defects

- (1) Subject to sub-clause 36(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

40 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under sub-clause 40(2), or
 - (b) a meeting held in accordance with sub-clause 40(3).
- (5) A resolution approved under sub-clause 40(2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

Part 6 **General meetings of association**

41 Annual general meetings

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (3) Subject to the Act and sub-clauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - (b) receiving reports from the committee on the association's activities during the previous financial year,
 - (c) electing office-bearers and ordinary committee members,
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

42 Special general meetings

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - (e) must be lodged with the secretary, and
 - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under sub-clause 42(4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

43 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or

- (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - (a) the place and time at which the meeting will be held, and
 - (b) the nature of the business to be transacted at the meeting, and
 - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
 - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) the business specified in the notice, and
 - (b) for an annual general meeting - business referred to in sub-clause 41(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under sub-clause 44(4), the secretary must specify the nature of the business in the next notice calling a general meeting.

44 Quorum

- (1) The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) if called on the request of members - is dissolved, or
 - (b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

45 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

46 Presiding member

- (1) The following member presides at a general meeting:
 - (a) the president,

- (b) if the president is absent - the vice-president,
 - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
- (a) a deliberative vote, and
 - (b) in the event of an equality of votes - a second or casting vote.

47 Voting

- (1) A member is entitled to vote at a general meeting on both ordinary and special resolutions provided that the member:
- (a) is a person not an entity, and
 - (b) belongs to a membership category described in sub-clause 4(a) to (c); and
 - (c) is at least 18 years of age, and
 - (d) has paid all money owed by the member to the association.
- (2) Each member has 1 vote, except as provided by sub-clause 46(2)(b).
- (3) A question raised at the meeting must be decided by:
- (a) a show of hands, or
 - (b) if clause 49 applies - an appropriate method as determined by the committee, or
 - (c) a written ballot, but only if:
 - (i) the member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in sub-clause 47(3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
- (a) a declaration by the member presiding at the meeting,
 - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

48 Postal, electronic or combined ballots

- (1) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 14.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

49 Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more

members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
 - (a) the approval of a resolution under sub-clause 49(2), or
 - (b) a meeting held in accordance with sub-clause 49(3).
- (5) A resolution approved under sub-clause 49(2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 7 Administration

50 Change of name, objects or constitution

An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

51 Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - (a) the entrance fees and annual subscription fees payable by members,
 - (b) donations,
 - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the association must:
 - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

52 Insurance

The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

53 Non-profit status

Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

54 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) by delivering the notice to the person personally, or
 - (b) by sending the notice by pre-paid post to the address of the person, or
 - (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

55 Custody of records and books

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

- (a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
 - (i) the public officer,
 - (ii) a member of the association, or
- (b) if the association has no premises - at the association's official address, in the custody of the public officer.

56 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (a) this constitution,
 - (b) minutes of committee meetings and general meetings of the association,
 - (c) records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in sub-clause (1):
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in sub-clause 56(1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause 56:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the committee considers it would be prejudicial to the interests of the

association for the member to do so.

57 Financial year

The association's financial year is:

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

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

58 By-laws

- (1) The committee shall make by-laws in any case where this constitution requires them to make by-laws.
- (2) In addition to sub-clause 58(1), the committee may from time to time make by-laws which in their opinion are necessary or desirable for the control, administration and management of the association's affairs and may amend, repeal and replace those By-laws. The association in a general meeting may by resolution amend, repeal and replace any by-law made by the committee, but that does not affect the validity of anything previously done by the committee or anyone pursuant to that by-law.
- (3) A by-law:
 - (a) is subject to this constitution;
 - (b) overrides any policy;
 - (c) must be consistent with this constitution; and
 - (d) when in force, is binding on all members.

59 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (a) with similar objects, and
 - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:

surplus property has the same meaning as in the Act, section 65.