



WEST PYMBLE NETBALL CLUB (WPNC) CONSTITUTION

Under the Associations Incorporation Act 2009

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Part 1 Preliminary

Name of club and affiliation

Name: The Club shall be called West Pymble Netball Club Incorporated (referred to as WPNC) and shall be affiliated to:

- (a) Kuring-Gai Netball Association Incorporated (hereinafter called "KNA"); and
- (b) New South Wales Netball Association Limited (hereinafter called "NSWNA").

Club Colours The Club colours shall be royal blue, yellow and white

Definitions

- (1) In this constitution:

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

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

- (2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

PART 2 – CLUB TO BE NOT FOR PROFIT BODY

1. Not-for-profit Body

- (1) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment to a member out of the funds of the Club must be authorised by at least 2 members of the Committee and be for:
 - a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club

2. Powers of the Club

The powers conferred on the Club are the same as those conferred by section 14 of the Act, so that subject to the Act, the Club may do all things necessary or convenient for carrying out its objects and purposes, provided reasonable evidence and records are maintained. In particular the Club may:

- 1) Acquire, hold, deal with, and dispose of any real or personal property;
- 2) Open and operate bank accounts;
- 3) Appoint agents to transact any business of the Club on its behalf;
- 4) Enter into any other contract it considers necessary or desirable; and
- 5) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or this Constitution.

Part 3 – Objectives of WPNC

The Club is established solely for the Objects. The Objectives of the Club are to:

- (1) Conduct, encourage, promote, advance and administer netball throughout the Local area;
- (2) Act, at all times, on behalf of and in the interest of the Members and netball in the Local area;
- (3) Affiliate and otherwise liaise with the Ku-ring-gai Netball Association, (KNA) Netball NSW (NNSW) and/or Netball Australia (NA) of which the WPNC is a Member and adopt their rule and policy frameworks to further these Objectives;
- (4) Abide by, promulgate, enforce and secure uniformity in the application of the rules of netball as may be determined from time to time by NNSW and as may be necessary for the management and control of netball and related activities in New South Wales;
- (5) Advance the operations and activities of the WPNC throughout the local area;
- (6) Have regard to the public interest in its operations; and
- (7) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives.

Part 4 Membership

1 Membership generally

The Members of the Club shall consist of:

(1) Life Members

A Life Member is:

- (a) Elected by the Club in recognition of outstanding service to the Club;
- (b) Subject to this constitution is entitled to vote on all matters at the annual general meeting and any special general meetings

The process for electing a life member is as follows:

- (c) The member is nominated by two (2) Club members in writing to the Secretary at least (1) one month prior to a special general meeting or annual general meeting; and
- (d) The nomination for life membership must be accepted by two-thirds (2/3) of the members present and voting at the special general meeting or annual general meeting; and
- (e) Life membership does not require an annual re-application for membership

(2) Individual Members

Individual members:

- (a) Must be aged 18 years and older
- (b) Must successfully make an application for membership under Clause 3
- (c) May hold any position within the club
- (d) Are entitled to act as a delegate of the club at KNA and Netball NSW meetings
- (e) Are a financial member
- (f) Is, or will be, allocated to a team at the Club
- (g) Subject to this Constitution, have the right to receive notice of General Meetings and to be present, to debate and to vote at, General Meetings

(3) Junior Members:

Junior Members are:

- (a) Aged under 18 years at the time of registration
- (b) Must successfully make an application for membership under Clause 3
- (c) Are a financial member
- (d) Is, or will be, allocated to a team at the Club
- (e) subject to this Constitution, have no right themselves to receive notice of General Meetings and no right to be present, or debate, or vote, at General Meetings but one parent/legal guardian of each junior member is entitled to attend the annual general meeting and any special general meetings and vote on matters in place of their child. The parent may act as a delegate of the club and KNA and Netball NSW meetings

2 Application for membership

- (1) An application by a person for membership of the WPNC:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the registrar of the WPNC.
- (2) As soon as practicable after receiving an application for membership, the registrar must refer any application to the committee they think might need consideration, and the committee will determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
- (4) The registrar must, on payment for registration by the applicant enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the WPNC.

3 Membership renewal

Members shall:

- 1) Renew their membership with the Club in accordance with the applicable procedures.
- 2) Pay all required registration fees prescribed by Netball NSW, the Member Association (KNA) and the Club.

4 Cessation of membership

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

- (a) dies, or
- (b) withdraws membership, or
- (c) is expelled from the WPNC, or
- (d) fails to pay the annual membership fee before the commencement of the competition they are registered to play in

5 Membership entitlements not transferable

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

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

6 Resignation of membership

- (1) A member of the WPNC may withdraw from membership of the WPNC by first giving to the secretary written notice; the withdrawal is effective immediately on receiving the notice. When the secretary receives the notice, the member ceases to be a member.
- (2) If a member of the WPNC ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the registrar must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The registrar will establish and maintain a register of members of the WPNC (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the WPNC together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) on a data base established and endorsed by NNSW
 - (b) a copy of the registration can be made available to a committee member for the purposes of information distribution
- (3) A committee member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the WPNC or other material relating to the WPNC, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (4) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees

- (1) A member of the WPNC must, on registering pay to the WPNC a fee that is set at the AGM in November each year or, if some other amount is determined by the committee, that other amount.
- (2) The payment allows for participation in the competition the player is playing in only
- (3) A committee member that is not a registered player, needs to register but their fees will be paid for by the WPNC

9 Refund of membership fees

Registration fees paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance, subject to KNA and NNSW refund policies.

10 Members' liabilities

The liability of a member of the WPNC to contribute towards the payment of the debts and liabilities of the WPNC or the costs, charges and expenses of the winding up of the WPNC is limited to the amount, if any, unpaid by the member in respect of membership of the WPNC as required by clause 8.

11 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the WPNC, or a dispute between a member or members and the WPNC, is initially referred to the committee of the WPNC. If a resolution cannot be negotiated, the WPNC can ask the Ku Ring Gai netball association (KNA) for help, or failing that, the matter can be referred to Netball NSW. Failing that, it is then referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.
- (4) WPNC will not be financially responsible for any arbitration costs

12 Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the WPNC:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the WPNC
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 7 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the WPNC or suspend the member from membership of the WPNC if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the WPNC confirms the resolution under clause 12,whichever is the later.

13 Right of appeal of disciplined member

- (1) A member may appeal to the WPNC in a full committee meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify all on the committee, which is to convene a general meeting of the WPNC to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the WPNC convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the committee members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the WPNC.

Part 5 The committee

13 Powers of the committee

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

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

14 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the WPNC, and
 - (b) at least 3 ordinary committee members,
each of whom is to be elected at the annual general meeting of the WPNC under clause 15.
Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.
- (2) The total number of committee members is to be a minimum of 5 but as many positions as is necessary for the efficient running of the WPNC.
- (3) The office-bearers of the WPNC are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.
Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the WPNC or as ordinary committee members:
 - (a) must be made in writing, and

- (b) must be delivered to the secretary of the WPNC at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the WPNC must be a member of the WPNC.
 - (a) all non-playing committee members register each year as a non-playing member

16 Secretary

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

17 Treasurer

It is the duty of the treasurer of the WPNC is to ensure:

- (a) that all money due to the WPNC is collected and received and that all payments authorised by the WPNC are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the WPNC, including full details of all receipts and expenditure connected with the activities of the WPNC.
- (c) A financial report is presented at the annual AGM
- (d) The annual report is independently audited

- (e) The Fair Trading form is filled in, sent and paid to Fair Trading within one month of the annual AGM

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the WPNC to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the WPNC, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of committee members

- (1) The WPNC 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.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the WPNC, the secretary or the president may send a copy of the representations to each member of the WPNC 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.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) 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 any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) 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.
- (7) 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.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

21 Appointment of WPNC members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the WPNC as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at committee meetings

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

23 Delegation by committee to sub-committee

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

24 Voting and decisions

- (1) Questions arising at a meeting of the 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.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 6 General meetings

25 Annual general meetings - holding of

- (1) The WPNC must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The WPNC must hold its annual general meetings:
 - (a) within 6 months after the close of the WPNC's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

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

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the WPNC.
- (2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the WPNC.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the

requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

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

Note. A special resolution must be passed in accordance with section 39 of the Act.

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

29 Quorum for general meetings

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

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

30 Presiding member

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

31 Adjournment

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

32 Making of decisions

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

33 Special resolutions

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

34 Voting

- (1) On any question arising at a general meeting of the WPNC 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 WPNC unless all money due and payable by the member to the WPNC has been paid.
- (4) A member is not entitled to vote at any general meeting of the WPNC if the member is under 18 years of age.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the WPNC are entitled to vote by proxy at general meetings.

36 Postal or electronic ballots

- (1) The WPNC may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

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

Part 7 Miscellaneous

38 Insurance

The WPNC may effect and maintain insurance.

39 Funds - source

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

40 Funds - management

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

41 Distribution of property on winding up of WPNC

- (1) Subject to the Act and the Regulations, in a winding up of the WPNC, any surplus property of the WPNC is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an WPNC is a reference to that property of the WPNC remaining after satisfaction of the debts and liabilities of the WPNC and the costs, charges and expenses of the winding up of the WPNC.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an WPNC.

42 Change of name, objects and constitution

An application for registration of a change in the WPNC name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

43 Custody of books etc

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

- (a) at the main premises of the WPNC, in the custody of the public officer or a member of the WPNC (as the committee determines), or
- (b) if the WPNC has no premises, at the WPNC official address, in the custody of the secretary.

44 Inspection of books etc

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

45 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email 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 Financial year

The financial year of the WPNC is:

- (a) October 31, each year
- (b) each period of 12 months after the expiration of the previous financial year of the WPNC, commencing on 1 November and ending on the following 31 October.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the WPNC financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

47 Auditor

- (1) A properly qualified auditor or auditors shall be appointed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Board.
- (2) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

48 Indemnity

- (1) Every committee member and employee of the WPNC will be indemnified out of the property and assets of the WPNC against any liability incurred by them in their capacity as committee or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (2) The Club shall indemnify its committee members and employees against all damages and losses (including legal costs) for which any such committee member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (a) in the case of a committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
 - (b) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.