

Mount Colah Football Club
Incorporated
Constitution



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Part 1 – Preliminary

1. Definitions

(1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading

ordinary member means a member of the committee who is not an office-bearer of the Club, as referred to in rule 18(2)

secretary means:

- (a) the person holding office under these rules as secretary of the Club, or
- (b) if no such person holds that office – the public officer of the Club

special general meeting means a general meeting of the Club other than an annual general meeting

the Act means the Associations Incorporation Act 1984

the Regulation means the Associations Incorporation Regulation 1999.

the Club means the Association

the Executive Committee means the office-bearers of the club

soccer or **football** means Association Football

(2) In these rules:

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

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

2. Association Name

The name of the Association shall be Mount Colah Football Club Incorporated

3. Object

The objective of the Club is to provide opportunities and encourage all of our members to play and develop their football skills in a competitive and supportive team environment whilst valuing strong sporting ethics and fair play.

4. Affiliation with NSFA

The Club shall affiliate with Northern Suburbs Football Association Incorporated (NSFA) or its successors. The Club is a member of NSFA and to that end it will support and promote the sport of football in the Mt Colah district and ensure that Club members and teams abide by NSFA rules and regulations.

5. Club Colours and Emblem

The colours of the Club shall be bottle green and gold. The Club emblem is a "Colt".

Part 2 – Membership

6. Membership qualifications

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

- (1) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the Club at any time after incorporation of the Club under the Act, or
- (2) the person is a natural person:
 - a) who has been properly registered as a player with NSFA, or
 - b) who holds a specific role for the Club which the committee has approved to have membership rights (such as committee, coach or manager) or
 - c) who has been nominated by a member for Life Membership

7. Membership

- (1) A person properly registered via the Club with NSFA as a player is automatically a member of the Club.
- (2) A person taking on a specific role within the Club of committee member, coach or manager (or any other role as agreed from time to time by the committee of management) is automatically a member of the Club.

- (3) A person nominated by members and endorsed by the committee at an Annual General Meeting as a life member of the Club is a member of the Club.
- (4) The secretary must ensure that a record of members is kept.

8. Cessation of membership

A person ceases to be a member of the Club as follows:

- (a) Player members as defined by rule 7(1) automatically cease to be members of the Club immediately upon renewal of their membership for the season immediately following the season their membership was last current for, or on 31 March in the year following their most recent membership renewal.
- (b) Persons holding specific roles which entitle them to membership as defined by rule 7(2), automatically cease to be members of the Club at the conclusion of the next Annual General Meeting (AGM).
- (c) Life members as defined by rule 7(3) have an ongoing membership which does not expire except as stated in rule 8(d).
- (d) If the person:
 - i) dies, or
 - ii) resigns their membership, or
 - iii) is expelled from the Club

9. Membership entitlements not transferable

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

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

10. Resignation of membership

- (1) A member of the Club who has paid all amounts payable by the member to the Club in respect of the member's membership may resign from membership of the Club by first giving to the secretary written notice of at least 1 month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the

member ceases to be a member.

- (2) If a member of the Club ceases to be a member under clause (1), the secretary must ensure an appropriate entry in the register of members is made, recording the date on which the member ceased to be a member.

11. Register of members

- (1) The secretary must establish and maintain a register of members of the club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the club, or
 - (b) if the club has no premises, at the club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (4) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

12. Fees and subscriptions

- (1) A member of the club must, on initial admission to membership, pay to the club a fee of \$1 or, if some other amount is determined by the committee, that other amount.

- (2) In addition to any amount payable by the member under subclause (1), a member of the club must pay to the club an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the club in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the club in any calendar year—on becoming a member and before the first day of the financial year of the club in each succeeding calendar year, or
 - (c) except if the member is a Life Member.

13. Members' liabilities

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by rule 12.

14. Resolution of internal disputes

- (1) A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the club, are to be 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.

15. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Club:
 - a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.

- (2) On receiving such a 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 14 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.
- (3) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) 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 rule 16.
- (5) The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under rule 16(5), whichever is the latter.

16. Right of appeal of disciplined member

- (1) A member may appeal to the Club in general meeting against a resolution of the committee under rule 14, 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 clause (1), the secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under clause (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 members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – The committee

17. Powers of the committee

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

- (1) is to control and manage the affairs of the Club, and
- (2) may exercise all such functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of members of the Club, and
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.
- (4) may from time to time make alter or appeal all such by-laws as it may deem necessary or expedient for the proper conduct and management of the Club.

18. Constitution and membership

- (1) The committee is to consist of:
 - (a) the office-bearers of the club, and
 - (b) at least 5 ordinary committee members,each of whom is to be elected at the annual general meeting of the club under clause 19.

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 at least 12.
- (3) The office-bearers of the Club are to be:

- a) the president
- b) the senior vice-president
- c) the junior vice-president
- d) the treasurer
- e) the secretary
- f) the registrar and the
- g) member protection officer

(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) The ordinary members of the Committee shall be elected at the annual general meeting to fulfil specific roles (as outlined in the by-laws of the Club). Election to one of these roles entitles the person to membership of the Club.

(7) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

(8) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

(9) Members must be at least 18 years of age to be eligible to hold a committee position.

19. Election of committee members

(1) Nominations of candidates for election as office-bearers of the Club or as ordinary members of the committee:

- a) must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- b) must be delivered to the secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the

election is to take place.

- (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 members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

20. Secretary

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the secretary, or their delegate, to keep minutes of:
 - a) all appointments of office-bearers and members of the committee
 - 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 signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

21. Treasurer

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

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

22. Casual vacancies

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

- (1) dies, or
- (2) ceases to be a member of the Club, or
- (3) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (4) resigns office by notice in writing given to the secretary, or
- (5) is removed from office under rule 23, or
- (6) becomes a mentally incapacitated person, or
- (7) is absent without the consent of the committee from four successive meetings of the committee held during the same financial year of the Club.
- (8) 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
- (9) 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.
- (10)

23. Removal of member

- (1) The Club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Club, the secretary or the

president may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24. Committee Meetings and quorum

- (1) The committee must meet at least six times in each period of 12 months at such place and time as 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 (or delegate) to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 seven 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, one of the vice-presidents is to preside, or
 - b) if the president and the vice-presidents are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

25. Appointment of club 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 club 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.

26. 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.

27. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - 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 rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under this rule, 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 rule 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 rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

28. 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 rule 24(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.
- (5) Any Club member or other person invited by a member of the committee may attend a committee meeting but have no voting rights at such meetings.

Part 4 – General meeting

29. Annual general meetings – holding of

- (1) The club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The club must hold its annual general meetings:
 - (a) within 6 months after the close of the club's financial year, or

- (b) within any later time that may be allowed or prescribed under section 37
- (2) (b) of the Act.

30. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to rule 27, to be convened on such date and at such place and time as 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 Club during the last preceding financial year,
 - c) to elect office-bearers of the Club and ordinary members of the committee,
 - d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

31. Special general meetings – calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The committee must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting, and
 - b) must be signed by the members making the requisition, and
 - c) must be lodged with the secretary, and
 - d) 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 that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

32. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (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 rule 30(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.

33. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (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 three) are to constitute a quorum.

34. Presiding member

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

35. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (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.

36. Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on

a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

37. Special resolution

A resolution of the Club is a special resolution:

- (1) if it is passed by a majority which comprises at least three-quarters of such members of the Club as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (2) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (1), if the resolution is passed in a manner specified by the Commissioner.

38. Voting

- (1) On any question arising at a general meeting of the Club, a member has one vote only.
- (2) All votes must be given personally.
- (3) 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.
- (4) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

- (5) Members who are under the age of 18 are able to vote at general meetings. It is advisable that they be accompanied by a parent or legal guardian. The parent or legal guardian will not have a vote unless they are also a member.

39. Proxy votes not permitted

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

40. Postal or electronic ballots

- (1) The club 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.

41. 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 club's members a reasonable opportunity to participate.
- (2) A member of an club who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 – Miscellaneous

42. Insurance

The Club may effect and maintain insurance.

43. Funds – source

- (1) The funds of the Club are to be derived from registration fees, donations, canteen profits and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

44. Funds – management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or operated by any two members of the committee or employees of the Club, being members or employees authorised to do so by the committee.
- (3) No commitment shall be entered into for the expenditure of Club funds, except by resolution of a committee or general meeting.

45. Club is non-profit

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

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

46. Distribution of property on winding up of club

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

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

47. Change of name, objects and constitution

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

48. Custody of 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 main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

49. Inspection of books

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

50. Service of notices

- (1) For the purpose of these rules, 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 facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51. Financial year

The financial year of the club is:

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

Notes.

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