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# CONSTITUTION of GREENWICH SPORTS CLUB INCORPORATED

an incorporated association existing under the *Associations Incorporation Act 2009 (NSW)*

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## 1. NAME OF CLUB

The name of the Club is Greenwich Sports Club Incorporated (the **Club**).

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 2009 (NSW)*.

**Adult Member** means an Individual Member who is at least 18 years of age.

**Annual General Meeting** means a meeting held in accordance with **clause 20**.

**Club** has the meaning given in **clause 1**.

**Committee** means the committee which manages the Club's affairs, comprising of the Committee Members.

**Constitution** means this Constitution of the Club.

**Committee Member** means a member of the Committee elected or appointed in accordance with **clause 15, 16 or 17**.

**Fee** means the annual membership subscription (if any) and any other fees or levies payable by Members to the Club as determined by the Committee in accordance with **clause 11**.

**Financial Year** has the meaning given in **clause 28.7**.

**General Meeting** means any Annual General Meeting or any Special General Meeting of the Club.

**Individual Member** means an individual who has become a registered member of the Club in accordance with **clause 6**.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

**Junior Member** means a registered Individual Member of the Club who is younger than 18 years of age.

**Life Member** means all persons listed in Appendix A and any other individual appointed, and not removed, as a Life Member of the Club in accordance with **clause 5.2**.

**Local Area** means the geographical area in and around Greenwich NSW 2065, and any other geographical area in which the Club operates as recognised by the regional and/or state organisations for the sports of which the Club is a member.

**Member** means a Life Member of the Club or an Individual Member of the Club.

**NSO** means the relevant National Sporting Organisation.



**Objects** means the objects of the Club set out in **clause 3**.

**President** means a Committee Member elected to that position in accordance with **clause 15**.

**Public Officer** means the person appointed to be the public officer of the Club in accordance with the Act.

**Regulations** means the written policies of the Club in accordance with its obligations to the relevant NSO, SSO and RSO as appropriate.

**Register** means the register of the Members of the Club kept and maintained in accordance with **clause 7**.

**RSO** means the relevant Regional Sporting Organisation.

**Secretary** means a Committee Member elected to that position in accordance with **clause 15**.

**Special General Meeting** means a meeting held in accordance with **clause 21**.

**Special Resolution** means a "special resolution" as defined in the Act.

**SSO** means the relevant NSW State Sport Organisation.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) unless otherwise defined or the context requires otherwise, a reference to "writing" must be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including in digital form.



## **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable. It must otherwise be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **2.4 The Act**

Unless otherwise defined in this Constitution or the context requires otherwise, an expression used in this Constitution which is defined in the Act has the same meaning when used in this Constitution. The "model constitution" referred to in the Act is expressly displaced by this Constitution.

## **3. OBJECTS OF THE CLUB**

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

- (a) conduct, encourage, promote, advance and administer sports throughout the Local Area;
- (b) act, at all times, on behalf of and in the interest of the Members and the sports in the Local Area;
- (c) affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the Club is a Member and adopt their rule and policy frameworks to further these Objects;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of the sports as may be determined from time to time by the NSO, SSO or RSO and as may be necessary for the management and control of the sports and related activities in New South Wales;
- (e) advance the operations and activities of the Club throughout the Local Area;
- (f) have regard to the public interest in its operations; and
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## **4. POWERS OF THE CLUB**

The Club has all the rights, powers and privileges conferred on it under section 19 of the Act.

## **5. MEMBERS**

### **5.1 Membership rights**

In addition to any rights conferred on Members by the Committee or the Regulations, subject to this Constitution:

- (a) Life Members will have the right to receive notice of General Meetings and to attend, debate and vote at General Meetings;
- (b) Adult Members will have the right to receive notice of General Meetings and to attend, debate and vote at General Meetings; and



- (c) Junior Members will be represented by a nominated parent or guardian who will have the right to receive notice of General Meetings on their behalf. The Junior Member's nominated parent or guardian has the right to attend, debate and vote at General Meetings.

## 5.2 Life Membership

- (a) Subject to **clause 5.2(b)**, a resolution of any ordinary Committee meeting can confer life membership on any current or former Member or any person who has rendered distinguished service to the Club or brought honour to the Club, up to a maximum of three new Life Members per annum. Life membership can be removed by Special Resolution.
- (b) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details will be entered upon the Register. The person will be a Life Member from the time of entry on the Register.

## 6. MEMBERSHIP APPLICATION

### 6.1 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or his parent, guardian or nominated representative and lodged with the Club; and
- (b) accompanied by any applicable Fee.

### 6.2 Renewal

An application by an existing Member (other than a Life Member) to renew his membership must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or his parent, guardian or nominated representative and lodged with the Club; and
- (b) accompanied by any applicable Fee.

### 6.3 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application for membership or application for renewal of membership in its absolute discretion, regardless of whether the applicant has complied with the requirements in **clause 6.1 or 6.2** (as applicable). The Club is not required and may not be compelled to provide any reason for such acceptance or rejection.
- (b) An applicant becomes or remains (as applicable) an Individual Member upon acceptance of his application by the Club. Membership for a new Member is deemed to commence upon acceptance of the application by the Club. The Committee must ensure that the Register is amended accordingly as soon as practicable.
- (c) Where the Club rejects an application for new membership or for the renewal of a membership, it must refund any Fees forwarded with the application and the application is deemed rejected by the Club.



## 6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club are deemed Members from the time of approval of this Constitution under the Act.
- (b) All persons who are, prior to the approval of this Constitution under the Act, associated with the Club but who will not be deemed Members under **clause 6.4(b)** will be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## 7. REGISTER OF MEMBERS

### 7.1 Club to Keep Register

The Club will keep and maintain a Register in which will be entered (as a minimum):

- (a) the full name, address and date of entry of each Member; and
- (b) for at least one year, the date of termination of membership of any former Member of the Club.

Members may provide the Club with notice of any change of their name or address and, if such notice is given, the Club must update the Register within one month of receiving such notice.

### 7.2 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, must be available for inspection (but not copying) by Members, upon reasonable request.

### 7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

## 8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- (b) they must comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity exercising the Club's delegated authority;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Club, RSO, SSO and NSO;
- (d) the Constitution and the Regulations are necessary and reasonable for promoting the Objects; and
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership and will be subject to responsibilities that this entails.



## 9. DISCONTINUANCE OF MEMBERSHIP

### 9.1 Notice of Resignation

- (a) A Member who has paid all arrears of Fees payable to the Club may resign or withdraw from membership of the Club at any time by giving written notice to the Club.
- (b) Once the Club receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

### 9.2 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Constitution, the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee of the Club.
- (b) Membership may not be discontinued by the Committee under **clause 9.2(b)** without the Committee first giving the Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the view of the Committee at its absolute discretion, to adequately explain the breach, that Member's membership will be discontinued under **clause 9.2(a)** by the Club giving written notice of the discontinuance to the Member. The Register must be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

### 9.3 Member to Re-Apply

A former Member of the Club whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the absolute discretion of the Committee.

### 9.4 Forfeiture of Rights

An Individual Member who ceases to be a Member, for whatever reason, will forfeit all rights in and claims upon the Club and its property and may not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member must be returned to the Club immediately.

### 9.5 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

### 9.6 Refund of Membership Fees

Membership Fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance wholly at the discretion of the Committee.



## 10. DISCIPLINE

- (a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Committee or any duly authorised committee of the Club;
  - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or the sports; or
  - (iii) brought the Club, any other Member or the sports into disrepute.
- That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations.
- (b) The Committee may appoint a committee to deal with any disciplinary matter referred to it. Such a committee will operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

## 11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any other fees or levies payable by Members to the Club and the time for and manner of payment will be as determined by the Committee.

## 12. EXISTING COMMITTEE MEMBERS

The members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act will continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Committee Members must be filled, vacated and otherwise dealt with in accordance with this Constitution.

## 13. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the Committee must manage the business of the Club and exercise the powers of the Club. In particular, the Committee must :

- (a) act in accordance with the Objects;
- (b) operate for the benefit of the Members and the community throughout the local area; and
- (c) appoint the Public Officer.

## 14. COMPOSITION OF THE COMMITTEE

### 14.1 Composition of the Committee

The Committee comprises:

- (a) between three and ten elected Committee Members who must each be:





- (i) Members, or the parent or guardian of a Junior Member;
  - (ii) aged 18 years or more; and
  - (iii) elected in accordance with **clause 15**; and
- (b) up to two appointed Committee Members who need not be Members and who may be appointed by the Committee Members in accordance with **clause 16**.

#### **14.2 Election and Appointment of Committee Members**

- (a) The elected Committee Members must be elected under **clause 15**.
- (b) The appointed Committee Members may be appointed under **clause 16**.

#### **14.3 Portfolios**

The Committee may allocate portfolios to Committee Members.

### **15. ELECTED COMMITTEE MEMBERS**

#### **15.1 Nomination for the Committee**

- (a) Nominations for elected Committee Member positions will be called for fourteen (14) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions must also be provided. The Committee will determine qualifications and job descriptions from time to time, but the positions must always include a Secretary and a President.
- (b) Nominees for elected Committee Member positions must declare any position they hold in an NSO, SSO or RSO.

#### **15.2 Form of Nomination**

Nominations can be either:

- (a) in writing prior to the Annual General Meeting and received by the chairperson of the Annual General Meeting; or
- (b) by self nomination at the Annual General Meeting in person.

#### **15.3 Elections**

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated will be declared elected only if approved by the majority of votes cast at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, the Members (or, in the case of Junior Members, their nominated parent or guardian) in attendance at the Annual General Meeting will cast votes to elect the Committee



Members. Voting will be conducted in such a manner and by such a method as reasonably determined by the Committee Members in attendance at that Annual General Meeting.

#### **15.4 Term of Appointment for Elected Committee Members**

- (a) Committee Members elected under **clause 15** will be elected for a term of up to two years. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, elected Committee Members will remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting that follows.
- (b) Half the number of elected Committee Members may seek re-election in each odd year and half the number of elected Committee Members may seek re-election in each even year until, after two (2) years all of the original elected Committee Members will have either retired or have been re-elected.
- (c) The Committee will determine the sequence of retirements under **clause 15.4(b)** to ensure rotational terms. If the Committee cannot agree, the sequence of retirements will be determined by lot.

### **16. APPOINTED COMMITTEE MEMBERS**

#### **16.1 Appointment of Committee Members**

The elected Committee Members may appoint up to two (2) appointed Committee Members.

#### **16.2 Qualifications for Appointed Committee Members**

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be Members.

#### **16.3 Term of Appointment**

- (a) Appointed Committee Members under **clause 16.1** may be appointed for a term of two years, which will commence from the first Committee meeting after the Annual General Meeting until after the conclusion of the second Annual General Meeting that follows.
- (b) Appointed Committee Members may be appointed to ensure rotational terms that coincide with the elected Committee Members' rotational terms.
- (c) The Committee will determine any adjustment to the term of appointed Committee Members necessary to ensure rotational terms under this Constitution.

### **17. VACANCIES ON THE COMMITTEE**

#### **17.1 Casual Vacancies**

A Committee Member with appropriate qualifications may fill in any casual vacancy occurring in the position of Committee Member. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.



## 17.2 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of six months;
- (f) holds any office of employment with the Club without the approval of the Committee;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (h) in the opinion of the Committee (but subject always to this Constitution):
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
  - (ii) has brought the Club into disrepute;
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth.).

## 17.3 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

## 18. MEETINGS OF THE COMMITTEE

### 18.1 Committee to Meet

The Committee must meet as often as it deems necessary in every calendar year for the dispatch of business (and at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time.



## 18.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee must be decided by a majority of votes. A determination of a majority of Committee Members must for all purposes be deemed a determination of the Committee. All Committee Members have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion is deemed rejected.

## 18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by email communication by all the Committee Members for the time being present in Australia will be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that:
  - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
  - (ii) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.
  - (iii) If a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting must be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting will be deemed to have been terminated or adjourned.
  - (iv) Any meeting held where one or more of the Committee Members is not physically present will be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting will be deemed to be held at the place where the chairperson of the meeting is located.

## 18.4 Quorum

A quorum of more than half the number of Committee Members must be present at Committee meetings.

## 18.5 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement will be sufficiently evidenced by their apology or presence), not less than fourteen (14) days written notice of the meeting of the Committee must be given to each Committee Member.



The agenda must be forwarded to each Committee Member not less than four (4) days prior to such meeting.

#### **18.6 President**

The President will be the nominal head of the Club and will act as chair of any meeting of the Committee or General Meeting at which he is present. If the President is not present, or is unwilling or unable to preside at a meeting of the Committee or General Meeting, the remaining Committee Members will appoint another Committee Member to preside as chair for that meeting only.

#### **18.7 Conflict of Interest**

A Committee Member must declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He must, unless otherwise determined by the Committee, absent himself from discussions of such matters and will not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote will not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the Committee must immediately determine the issue by vote. If this is not possible, the matter must be adjourned or deferred.

#### **18.8 Disclosure of Interests**

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

#### **18.9 General Disclosure**

A general notice stating that a Committee Member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

#### **18.10 Recording Disclosures**

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 18.7, 18.8 and/or 18.9** must be recorded in the minutes of the relevant meeting.

### **19. DELEGATIONS**

#### **19.1 Committee May Delegate Functions**

The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out duties and functions.



The Committee will determine what powers these entities are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

## **19.2 Delegation by Instrument**

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

## **19.3 Delegated Function Exercised in Accordance with Terms**

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

## **19.4 Disclosure by Delegated Entity**

The disclosure required to be made by any entity exercising delegated power is, subject to this Constitution and with any necessary or incidental amendment, the same as that applicable to the Committee under **clauses 18.7-18.10**. The entity exercising delegated powers must make decisions in accordance with the Objects, and it will promptly provide the Committee with details of all material decisions. The entity must also provide any other reports, minutes and information required by the Committee.

## **19.5 Delegation May Be Conditional**

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

## **19.6 Revocation of Delegation**

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

## **20. ANNUAL GENERAL MEETING**

- (a) The Club's Annual General Meeting must be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings and will be held in accordance with this Constitution.

## **21. SPECIAL GENERAL MEETINGS**

### **21.1 Special General Meetings May be Held**

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen months elapses between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.



## 21.2 Requisition of Special General Meetings

- (a) The Secretary must convene a Special General Meeting when twenty (20) per cent of Members (no less) submit a requisition in writing.
- (b) The requisition for a Special General Meeting must state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as close as possible, as those convened by the Committee.

## 22. NOTICE OF GENERAL MEETING

- (a) Every Member must receive a notice of every General Meeting. Notices must be sent to the postal and/or electronic addresses appearing in the Club's Register. The Committee Members are also entitled to receive notice of every General Meeting. No other person is entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and must state the business to be transacted at the meeting.
- (c) At least fourteen (14) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
  - (i) the agenda for the meeting; and
  - (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every General Meeting must be given in the manner authorised in **clause 36**.

## 23. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and the election of Committee Members in accordance with this Constitution.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **clause 23(a)**, will be special business.



## **24. NOTICES OF MOTION**

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Club no less than seven days (excluding receiving date and meeting date) prior to the General Meeting.

## **25. PROCEEDINGS AT GENERAL MEETINGS**

### **25.1 Quorum**

- (a) 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.
- (b) Twenty 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.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 10) are to constitute a quorum.

### **25.2 President to Preside**

The President will, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside, the delegates present must appoint another Committee Member to preside as chairperson for that meeting only.

### **25.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the President. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The President or acting chairperson may, with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.





- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in **clause 25.3(c)** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **25.4 Voting Procedure**

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the President or acting chairperson; or
- (b) a simple majority of the Members.

#### **25.5 Recording of Determinations**

Unless a poll is demanded under **clause 25.4**, the President's or acting chairperson's declaration will be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

#### **25.6 Where Poll Demanded**

If a poll is duly demanded under **clause 25.4** it must be taken in such a manner and either at once or after an interval or adjournment or otherwise as the President or acting chairperson directs. The result of the poll will be the resolution of the meeting.

### **26. VOTING AT GENERAL MEETINGS**

#### **26.1 Members Entitled to Vote**

Each Member is entitled to one vote at General Meetings, except that for Junior Members:

- (a) that one vote must be exercised by their nominated parent or guardian; and
- (b) if three or more Junior Members are members of a single family, the nominated parent or guardian for those Junior Members will only be entitled to two votes in respect of those Junior Members. For the avoidance of doubt, if that parent or guardian is also an Individual Member, he shall be entitled to his own vote in addition to the two votes.

#### **26.2 Chairperson May Exercise Casting Vote**

Where voting at General Meetings is equal, the President or acting chairperson may exercise a casting vote. If the President or acting chairperson does not exercise a casting vote, the motion is deemed rejected.

#### **26.3 Proxy Voting**

Proxy voting is not permitted at General Meetings.



## **26.4 Postal Voting**

No motion may be determined by a postal ballot unless determined by the Committee. If the Committee so determines, the postal ballot will be conducted under the procedures set by the Committee from time to time.

## **27. GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this Constitution applies to disputes under these rules between a Member and:
  - (i) another Member; or
  - (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the appropriate RSO in accordance with the procedures determined by the appropriate SSO from time to time.
- (d) The Committee may prescribe additional grievance procedures in the Regulations consistent with this **clause 27**.

## **28. RECORDS AND ACCOUNTS**

### **28.1 Records**

The Club must establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It will produce these as appropriate at each Committee or General Meeting.

### **28.2 Records Kept in Accordance with the Act**

Proper accounting and other records must be kept in accordance with the Act. The Secretary will keep books of account in his care and control.

### **28.3 Committee to Submit Accounts**

The Committee must submit the Club's statements of account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

### **28.4 Accounts Conclusive**

The statements of account, when approved or adopted by an Annual General Meeting, will be conclusive except when errors have been discovered within three months after such approval or adoption.



## 28.5 Accounts to be Sent to Members

The Secretary will cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Committee's report and any other document required under the Act.

## 28.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

## 28.7 Financial Year

The Club's financial year commences on 1 January of each calendar year, and ends on 31 December of the same calendar year.

## 29. AUDITOR

- (a) A properly qualified auditor or auditors may be appointed by the Club in a General Meeting. The auditor's duties must be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties must be regulated in accordance with the *Corporations Act 2001* (Cth) and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a General Meeting.
- (b) If an auditor is appointed in accordance with **clause 29(a)** the accounts of the Club will be examined and the correctness of the profit and loss accounts and balance sheets ascertained by that auditor or auditors at the conclusion of each Financial Year.

## 30. INCOME

**30.1** Income and property of the Club will be derived from such sources as the Committee determines from time to time.

**30.2** The income and property of the Club must be applied solely towards the promotion of the Objects.

**30.3** Except as prescribed in this Constitution or the Act:

- (a) no portion of the income or property of the Club can be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member;
- (b) no remuneration or other benefit in money or money's worth can be paid or given by the Club to any Member who holds any office of the Club.

**30.4** Payment in good faith of or to any Member can be made for:

- (a) any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (b) goods supplied to the Club in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;



- (d) rent for premises demised or let by any Member to the Club; or
- (e) any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in **clauses 30.2 or 30.3** precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **31. WINDING UP**

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

### **32. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they will not be paid to or distributed among the Members. Instead, the assets or property will be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a General Meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or any other court which has or acquires jurisdiction in the matter.

### **33. ALTERATION OF CONSTITUTION**

This Constitution cannot be altered except by Special Resolution.

### **34. REGULATIONS**

#### **34.1 Committee to Formulate Regulations**

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and sports in Greenwich NSW 2065. Such Regulations must be consistent with the Constitution and any policy directives of the Committee.

#### **34.2 Regulations Binding**

All Regulations are binding on the Club and all Members.

#### **34.3 Regulations Deemed Applicable**

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) will be deemed to be Regulations and will continue to apply.



#### **34.4 Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations will be notified to Members by means of bulletins (which may take the form of an email or text on a webpage) approved by the Committee and prepared and issued by the Club. The Club will take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

### **35. STATUS AND COMPLIANCE OF CLUB**

#### **35.1 Recognition of Club**

The Club is a member of the regional and/or state bodies for Football and Netball and is recognised by those bodies as the entity responsible for the delivery of these sports in the Local Area and is subject to compliance with this Constitution. The regional and/or state bodies' constitutions will continue to be so recognised and will administer these sports in the local area in accordance with the Objects.

The Club may from time to time enter into membership of other RSO, NSO and other sports as appropriate.

#### **35.2 Constitution of the Club**

This Constitution will clearly reflect the Objects of the region and state bodies for Football and Netball and will conform to the constitutions of those bodies, subject always to the Act.

#### **35.3 Region and SSO**

The Club may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by Special Resolution.

### **36. NOTICE**

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice will be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected on the business day it was sent.

### **37. INDEMNITY**

- (a) Every Committee Member and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member 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.

- (b) The Club will unconditionally indemnify and keep indemnified its Committee Members and employees against all damages and losses (including legal costs) for which any Committee Member or employee may be or become liable to any third party as a result of or in relation to any act or omission, except wilful misconduct:
- (i) 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
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.



**APPENDIX A      GREENWICH SPORTS CLUB LIFE MEMBERS JUNE 2012**

<u>Name</u>	<u>Year of award</u>
Robert Campbell Snr *	before 1972
Robert (Bob) Campbell *	before 1972
Ian Robertson *	before 1972
Patricia (Pat) Robertson *	before 1972
David Calphy	1972
Alma Elston	1980
Richard Stein	1992
Elisabeth (Ann) Johnson	1992
Voula Foufas	1992
Gordon Todd *	1992
Ray Grogan	1992
Trevor Patrick	2003
John Foufas	2003
Jim Foufas	2003
Greg Hay	2003
Howard Paton	2009
Russell Morgan	2011

*\* denotes deceased*