

Constitution

Sydney Striders Road Runners Club Incorporated

ABN 54 895 890 805

As adopted by special resolution at the **Annual General Meeting** of the association on 26 February 2023

Part 1 Preliminary

1 Definitions

(1) In this constitution:

Associate member means a limited membership carrying no entitlement to participation in any of the association's organised running events, available for a member who:

- (a) has ceased active running, but still wishes to be part of the association, or
- (b) at the relevant time is living interstate or overseas and so unable to participate in the association's running events.

Athletics NSW means Athletics NSW Limited ACN 072 450 296, or any successors, substitutes or permitted assigns.

Junior member means a limited membership carrying no entitlement to vote, available for a member who is under the age of 18 years at the time of application.

Life member means a membership carrying no entrance fee or annual subscription requirement, available for a member approved by the association under clause 13(3).

member includes a Junior member, an Associate member and a Life member, irrespective of any sum paid or payable by that member as an entrance fee or any annual subscription for that class.

new member officer means a member of the committee delegated responsibility by the Secretary for on-boarding of new members to the association, who may be an ordinary committee member and, where no such member is appointed or acting, means the secretary¹.

¹ the Secretary may delegate any of the Secretary's functions under the Act, other than their power of delegation: see s.106

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

public officer has the meaning given by section 4 of the Act².

secretary means:

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

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

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2022*.

Website means that set of interlinked web pages located under a single domain name held by the association and published by or on behalf of the association at the direction of the committee, as currently housed at <https://sydneystriders.org.au/striders/#> (or at such other domain name or names or on such other servers as the committee may determine).

- (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.
- (4) Footnotes are for convenience only and do not form part of this constitution.

Part 2 Name, Objects & Affiliations

2 Name and colours

The association is named 'Sydney Striders Road Runners Club Incorporated'. The association may be referred to in general communications as 'Sydney Striders' under its registered trademark 1595672. The colours of the association are pantone green (3278U) and white. The 'Sydney Striders' name may be used separately or in conjunction with its Cheetah logo, with approval of the committee.

² A committee member, an ordinary member or a person outside the association may hold the position of public officer. The public officer must be over 18 years of age and reside in NSW. An association's incorporation may be cancelled if it does not have a public officer or if its public officer does not comply with these requirements.

3 Objects

The objects of the association are:

- (a) to promote and encourage the sport of running, with an emphasis on distance running, and to support members in their running interests;
- (b) to conduct or support organised events, contests and championships from time to time that benefit either or both members and the broader running community, as the committee may determine; and
- (c) to hold activities and social functions for the benefit of members.

4 Affiliations

The association may be affiliated to such organisations as the committee may determine from time to time, including Athletics NSW. While the association is affiliated with Athletics NSW as a Member Club, a copy of this constitution (and any changes) must be supplied to Athletics NSW and the Department of Fair Trading³.

Part 3 Membership

5 Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person; and
 - (b) the person has applied and been approved for membership of the association in accordance with clause 6.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person; and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association—a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association—a member of that other association immediately before the amalgamation, or

³ Constitution Athletics NSW

<https://cdn.revolutionise.com.au/cups/nswathletics/files/uki5ztijzs0rgvew.pdf>

- (iii) in the case of a registrable corporation that is registered as an association—
a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6(1)(a) of the Act was made.

6 Application for membership

- (1) An application by a person for membership of the association must be:
 - (a) made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee,
 - (b) lodged (including by electronic means, through a portal on the Website or otherwise, if the committee so determines) with the new member officer, and
 - (c) accompanied by payment (including by electronic means, if the committee so determines) of the sum payable under this constitution by a member as entrance fee and annual subscription.
- (2) As soon as practicable after receiving an application for membership, the new member officer must determine whether to approve or to reject the application.
- (3) As soon as practicable after the new member officer makes that determination, the new member officer must:
 - (a) notify the applicant in writing (including by email or other electronic means) that the committee approves or rejects the application (whichever is applicable),
 - (b) if the application is approved, the notification may be made by way of or include a 'welcome letter' to the applicant (or by such other correspondence as the committee or its president may approve), and
 - (c) if the application is not approved, must be accompanied by refund to the applicant (within the period of 28 days after receipt by the applicant of the notification) of the sum paid by them under this constitution as entrance fee and annual subscription.
- (4) The new member officer must, on approval of an applicant and payment by the applicant of the amounts referred to in subclause (1)(c), 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 association.
- (5) A member may renew their membership by payment (including by electronic means, if the committee so determines) of the sum payable under this constitution by a member as their annual subscription within 3 months after that fee is due.

7 Cessation of membership

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 11(2) within 3 months after the fee is due.

8 Membership entitlements not transferable

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

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

9 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that 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 association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association 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 association, or
 - (b) if the association has no premises, at the association's official address or at another address as notified on the Website⁴.

⁴ Every association must have an official address. The official address must be a physical address in NSW where the public officer can generally be found. It must be the premises where documents can be received by post. The official address cannot be a post office box. The public officer must advise *NSW Fair Trading* of a change of

- (3) The register of members may be maintained in electronic format, if the committee so determines⁵. The register must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied. The association is not required to provide a copy of all or any part of the register unless the member requesting that has first completed a statutory declaration:
- (a) identifying the specific material sought and the purpose for which the information is required; and
 - (b) confirming that the purpose identified is related to the affairs of the association, and delivered that to the secretary.
- (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 association or other material relating to the association, 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.
- (8) While the association is affiliated with Athletics NSW as a Member Club, the association will also ensure that all of a member's details have been registered in its club portal on the membership platform as determined by Athletics NSW with a valid National member ID, or as may otherwise be required by Athletics NSW.

11 Fees and subscriptions

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

official address by lodging the approved form within 28 days after a current address becomes obsolete or unusable.

⁵ see also s.15 of the Regulation

- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$80 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 association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.

12 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13 Types of membership and Life membership

- (1) The committee may create different classes of membership and determine different amounts as the sum payable under this constitution by a member of that class as the entrance fee and annual subscription for that class, whether calculated on an individual, family or other basis.
- (2) The committee may determine the rights, privileges or obligations which a person has by reason of being a member of the association of a particular class. Unless otherwise determined by the committee, the association will create and maintain classes of membership for Associate members, Junior members and Life members in addition to ordinary membership.
- (3) A nomination to make a member a Life member shall be in writing, signed by at least one other member of the club, and delivered to the secretary at least three months prior to the annual general meeting. The secretary will promptly submit that nomination to the committee for its consideration. The committee must meet at least 25 days before the date fixed for the holding of the annual general meeting⁶ to consider any such nomination. If there is more than one such nomination, each nomination must be separately voted upon. If a committee member is the subject of nomination, that member must absent themselves from the committee meeting while the nomination is considered and voted upon and does not form part of the quorum of the committee for such purposes. At least three-quarters of the committee members present and voting on a nomination must approve the nomination for it to be carried forward. If so approved, the secretary will incorporate the nomination into the notice for the annual general meeting as business to be transacted at that annual general meeting by way of secret ballot as a special resolution⁷.

⁶ see also clause 33(2)

⁷ see also clause 38

14 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, 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 association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution,
 - (b) has wilfully acted in a manner prejudicial to the interests of the association, including by way of behaviour contrary to the association's Code of Conduct⁸, or
 - (c) has used, or attempted to use, the association or their membership of it for purposes of carrying on or promoting a professional or commercial activity, whether by advertisement or otherwise, without approval by the committee.
- (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 written 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.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association 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.

⁸ see also clause 29(2)

- (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 16.
- (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 association confirms the resolution under clause 16, whichever is the later.

16 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a written 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 the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association 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 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 association.

Part 4 The committee

17 Powers of the committee

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

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and

- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

18 Composition and membership of committee⁹

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members,each of whom is to be elected at the annual general meeting of the association under clause 19¹⁰.
- (2) The total number of committee members is to be a minimum of 7 and no more than 13.
- (3) The office-bearers of the association are:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (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 office¹¹.
- (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.

⁹ Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

¹⁰ The *Privacy Act 1988* (Cth) does not protect personal information on the register of committee members and committee members do not need to give consent for another member or any other person to view that register. The *Australian Privacy Principles* established by that legislation allow for an organisation to disclose personal information when required or authorised under law. The *Associations Incorporation Act 2009* (NSW) is a law that enables any person to access the committee members' register. The record of disclosure of interests by any committee member must also be kept with the register of committee members and must be available for inspection by any member of the association upon payment of a fee determined by the committee (which must not exceed \$5).

¹¹ 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.

19 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association 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 association 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) The nominations must be held by the secretary and available for inspection by members at the annual general meeting. The nominations do not need to accompany a notice of annual general meeting.
- (3) 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.
- (4) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) 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.
- (8) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

20 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association 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 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 association to ensure:

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

22 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 association 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 association, 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 23, 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.

23 Removal of committee members

- (1) The association 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 association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

24 Committee meetings and quorum

- (1) The committee must meet at least 4 times in each period of 12 months at the place and time that the committee may determine. Not more than 3 months may elapse between meetings of the committee.
- (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 4 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.

25 Appointment of association 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 association 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 22 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-committee¹²

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association 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.

¹² The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

- (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.

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 clause 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.

29 Policies and by-laws

- (1) While the association is affiliated with Athletics NSW as a Member Club, the committee must adopt the Athletics NSW rule and policy framework (as amended from time to time), and:
 - (a) supply a copy of each such policy to Athletics NSW and ensure that they are each published on the association's website accessible to members; and
 - (b) ensure that processes giving effect to each of these policies are in place¹³.
- (2) The committee must approve and maintain a Code of Conduct for both members and visitors and ensure that is published on the association's website accessible to members and on the association's club run calendar accessible to all participants.
- (3) The committee may approve and adopt such other policies or by-laws to govern the association as it sees fit, and this clause 29 does not limit either clause 17 or clause 27.

¹³ see, generally, Athletics NSW Member Club Affiliation Requirements accessible at <https://nswathleticsorgau-my.sharepoint.com/> and the constitution of Athletics NSW accessible at <https://cdn.revolutionise.com.au/cups/nswathletics/files/uki5ztijzs0rgvew.pdf>

Part 5 General meetings

30 Annual general meetings—holding of

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

31 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 30, 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 association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members, and
 - (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.

32 Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 10% of the total number of members, convene a special general meeting of the association.
- (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.

33 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, 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 association, 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 resolution¹⁴.
- (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 31 (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.

¹⁴ A special resolution must be passed in accordance with section 39 of the Act.

34 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) The greater of:
 - (a) fifteen members present (being members entitled under this constitution to vote at a general meeting), or
 - (b) at least five per cent of the registered members, determined as at the date of issue of the notice calling the general meeting, 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. Junior members are not entitled to vote at 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 and entitled under this constitution to vote at a general meeting (being at least 3) are to constitute a quorum.

35 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 association.
- (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.

36 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 association 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.

37 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 42 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 any entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (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.

38 Special resolutions

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

39 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

40 Proxy votes not permitted¹⁵

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

41 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 16).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulation.

42 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 association's members a reasonable opportunity to participate.
- (2) A member of an association 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 6 Miscellaneous

43 Insurance

The association may effect and maintain insurance. If the committee so determines, some or all covers may be effected and maintained through Athletics NSW.

44 Funds—source

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

45 Funds—management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.

¹⁵ Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or other means of payment must be signed or approved (as relevant) by 2 authorised signatories.

46 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members¹⁶.

47 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulation, in a winding up of the association, any surplus property of the association 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 association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association¹⁷.

48 Change of name, objects and constitution

An application for registration of a change in the association'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.

49 Custody of books etc

- (1) 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.
- (2) The association may:
 - (a) keep each record and minute required to be kept in written or electronic form, and
 - (b) if records and minutes are kept in electronic form, they must be convertible into hard copy¹⁸.

¹⁶ Section 5 of the Act defines pecuniary gain for the purpose of this clause.

¹⁷ Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

¹⁸ consistent with s.15 of the Regulations; s.15 also requires that the association keep each record for a period of not less than 5 years after it was made.

50 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution (which, if the committee so determines, may be open to inspection through the Website), and
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association 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. Hard copy must be made available within a reasonable time to a person who is entitled to inspect the records.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

51 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 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 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 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.

52 Financial year¹⁹

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

¹⁹ Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.