

Parramatta Memorial Swimming Club Inc.

Constitution

Approved: 29 January 2026 – Version 5.1



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NSW Fair Trading

Our Ref: 25-22651

Mr BRODIE JAMES WRIGHT
27 STATION STREET
DUNDAS NSW 2117

By Email: brodie.wright@pm.org.au

Dear Client

Re: **PARRAMATTA MEMORIAL SWIMMING CLUB INCORPORATED - Y2387212**

I refer to the Form A6 - Application to register change of objects or constitution received by NSW Fair Trading on 27/01/2026 for the above association.

The application has been reviewed and appears, on its face, to comply with the requirements of the *Associations Incorporation Act 2009* (Act). Accordingly, the change to the objects/constitution has been registered today and takes effect from the date of this letter.

Please note, the terms of the special resolution and any documents attached including the constitution have not been reviewed to determine whether they meet the requirements of the Act.

Fair Trading has relied upon your certification that the details provided are correct and the constitution/changes accompanying this Application complies with the requirements of the Act.

If you require any further information please review the webpages on the NSW Government website at <https://www.nsw.gov.au/business-and-economy/incorporated-associations/about-incorporated-associations>.

Yours sincerely

NSW Fair Trading
29 January 2026

1 NAME

The name of the club is Parramatta Memorial Swimming Club Incorporated.

2 OBJECTS

The objects of the Club are to:

- (a) affiliate as a Club in accordance with the constitutions of Swimming Australia Limited, Swimming New South Wales Limited and the relevant Area or their successors or assigns;
- (b) conduct, encourage, promote, advance and administer relevant swimming activities within the Club;
- (c) apply the property and capacity of the Club towards the fulfillment and achievement of these Objects;
- (d) collect, distribute and publish information in connection with swimming to its members;
- (e) promote Area meetings, competitions and championships and to the extent relevant, promote and assist in conducting state and Area competitions and championships;
- (f) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of swimming and related activities in the Club;
- (g) comply with the objects of Swimming New South Wales Limited and the relevant Area in relation to swimming activities.

3 POWERS OF THE CLUB

Solely for furthering the Objects, the Club, in addition to any powers it has under the Act has the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4 DEFINITIONS AND INTERPRETATIONS

4.1 Definitions

In this Constitution unless the context otherwise requires:

“Act” means the Associations Incorporation Act (ACT) or the Associations Incorporation Act (NSW) as required.

“Area” means the association recognised by Swimming NSW Limited to administer the sport of swimming in a particular geographic region of New South Wales as determined by Swimming NSW Limited.

“Association” means the Area to which SNSW has assigned the Club.

“Auditor” means a person appointed by the Members under Clause 33 who meets the requirements of the Associations Incorporation Act 2009 (NSW) or any legislation replacing or amending it, and who is qualified and independent as prescribed by that legislation.

“By-Laws” means any by-laws made by the Club under Clause 28.

“Club” means and includes those organisations admitted to this category of membership by SNSW in accordance with its constitution.

“Committee” means the management committee of the Club elected or appointed as detailed in this Constitution.

“Constitution” means the Constitution for the time being of the Club.

“Delegate” means the person elected or appointed from time to time by the Club to represent and act for and on behalf of the Club at General Meetings of the Area.

“AQUA” means World Aquatics, formerly Fédération Internationale de Natation (FINA), or its successors.

“Financial Reviewer” means a person elected by the Members under Clause 33 to review the Club’s financial records in circumstances where an auditor is not required under the Act.

“General Meeting” means the annual or any special general meeting of the Club.

“Individual Member” means a registered financial member of the Club.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registerable) relating to the Club, Area, Swimming New South Wales Limited or Swimming Australia Limited or any event, competition, championship, meeting or swimming activity of or conducted, promoted or administered by or under the control of the Club, Area, Swimming New South Wales Limited and Swimming Australia Limited.

“Life Member” means an Individual Member upon whom life membership of the Club has been conferred under Clause 5.2.

“Member” means a member for the time being of the Club under Clause 5.1.

“Objects” means the objects of the Club in Clause 2.

“Office-bearers” means the persons elected to the positions listed in Clause 21(b).

“Policy” means the policies made by the Club under Clause 28.

“President” means the president for the time being of the Club.

“SAL” means Swimming Australia Limited, or its successors or assigns.

“SNSW” means Swimming New South Wales Limited or its successors or assigns being the governing body for swimming in New South Wales.

“Secretary” means the person holding office under this constitution as secretary of the Club, or if no such person holds that office, the public officer of the Club.

“Special Resolution” means a resolution passed

- (a) by a General Meeting of the Club of which twenty one (21) days notice of intention to move the motion has been given in accordance with this Constitution, and
- (b) by at least 75% of the persons present and voting at that meeting.

4.2 Interpretations

- (a) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

(b) In this Constitution unless the context otherwise requires:

- i. a reference to a function includes a reference to a power, authority and duty;
- ii. 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 or the performance of the duty;
- iii. words importing the singular include the plural and vice versa;
- iv. words importing any gender include the other gender;
- v. references to persons include corporations and bodies politic;
- vi. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- vii. 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);
- viii. an expression used in the Act that is given a special meaning for the purposes of the Act, has in any Clause of this Constitution that deals with the same matter, the same meaning as in the Act;
- ix. all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

(c) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

5 MEMBERS

5.1 Members of Club

The Members of the Club shall consist of:

- (a) Individual Members who have the right to attend, debate and vote at General Meetings; and
- (b) Life Members of the Club, who may attend, debate and vote at General Meetings.

5.2 Life Members

- (a) The Club may, from among persons who have provided long and meritorious service with the Club, appoint Life Members in recognition of their efforts in furthering the interests of the Club.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) A nomination for Life Member may only be made by the Committee or an Individual Member. Nominations for life membership must be received by the Secretary sixty (60) days prior to the relevant Annual General Meeting.
- (d) Nominations for Life Membership shall be examined by the Committee. After reviewing the nomination and completing any relevant enquires, the Committee shall make a recommendation to the Annual General Meeting in relation to the nomination.
- (e) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.
- (f) A Life Member may attend and vote at Committee meetings if they notify the Secretary in writing, giving at least 30 days' notice. Committee voting rights remain valid until the next Annual General Meeting.
- (g) Life Members who hold Committee voting rights are considered Committee Members and are subject to the standards in Clauses 23.1 (24.1) and 24.1(f) (25.1 (f)). Voting rights will be suspended if these standards are not met. A Life Member may also opt out of their Committee voting rights at any time by notifying the Secretary in writing.

6 MEMBERSHIP MANAGEMENT

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 their parent / guardian and lodged with the Club; and
- (b) accompanied by the appropriate fee, if any.

6.2 Discretion to Accept or Reject Application for Membership

- (a) The Committee may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall become a Member. Membership of the Club shall be deemed to commence upon acceptance of the application by the Committee. The *Registrar* shall amend the register accordingly as soon as practicable.
- (c) Where the Committee rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

6.3 Membership Renewal

Members must reapply for membership with the Club in accordance with the procedures set down by the Committee from time to time.

6.4 Compliance of Club

The Club shall:

- (a) subject to SNSW constitution, be incorporated;
- (b) provide the Association secretary and SNSW not later than thirty (30) days after its annual general meeting a list of the names of the office bearers elected at the meeting;
- (c) apply its property and capacity solely in pursuit of the Objects and swimming; and
- (d) at all times act for the joint advantage of the Club, the Members and swimming.

6.5 Operation of Constitution

The Club and the Members agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of swimming are to be conducted, encouraged, promoted and administered in the Club;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of swimming, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of swimming and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Club and swimming;
- (e) to ensure that no Member acquires a material or financial advantage at the expense of the Club or swimming;
- (f) to operate with mutual trust and confidence in pursuit of the Objects;
- (g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the objects; and
- (h) to act for and on behalf of the interests of swimming, the Club and the Members.

7 SUBSCRIPTIONS AND FEES

- (a) The funds of the Club are to be derived from annual membership fees, sponsorship grants, donations given for the purposes of the club, fund raising and such additional fees as decided by the committee.
- (b) Fees including annual membership fees payable by Members (or any category of Member) to the Club, the basis of, the time for and the manner of payment shall be as decided by the committee.
- (c) Any Member which has not paid all monies due and payable by that Member to the Club, shall (subject to the Committee's discretion), have all rights under this

Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise in the Committee's discretion. The Member shall be dealt with in the Committee's discretion.

- (d) Where the Committee exercises its discretion under Clause 7(c) and imposes a penalty on a Member which or who has not paid all monies due and payable by that Member to the Club, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

8 CLUB REGISTER OF MEMBERS

8.1 Club to Keep Register

The Club shall keep and maintain a register of Members in which shall be entered such information as is required by SNSW and under the Act from time to time.

8.2 Inspection of Register

Having regard to privacy and confidentiality considerations an extract of the register, excluding the address of any Member, shall be available for inspection by a Member (but not copying), upon reasonable request.

9 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and they are bound by this Constitution, the By-Laws, the Policies and the rules; they shall comply with and observe this Constitution, the By-Laws, the Policies and the rules and any determination, resolution or policy which may be made or passed by the Committee;
- (b) by submitting to this Constitution, the By-Laws, the Policies and the rules they are subject to the jurisdiction of the Club;
- (c) this Constitution, the By-Laws, the Policies and the rules are made in pursuit of a common object, namely the mutual and collective benefit of the Club, the Members and swimming;

- (d) this Constitution, the By-Laws, the Policies and the rules are necessary and reasonable for promoting the Objects and particularly the advancement and protection of swimming; and
- (e) they are entitled to all benefits, advantages, privileges and services of the Club membership.

10 DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

Where a Member ceases to be a member of the Club an entry, recording the date on which the Member ceased to be a member shall be recorded in the register.

10.2 Forfeiture of Property Rights

A Member who ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Club and its property including Intellectual Property. Any of the Clubs documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

10.3 Forfeiture of Representation Rights

Where a Member ceases to be a member, they shall also forfeit all representation rights at all meetings of the Club.

10.4 Membership May be Reinstated

Membership which has been withdrawn or terminated under this Constitution may be reinstated on application in accordance with this Constitution.

11 DISCIPLINE OF MEMBERS

11.1 Discipline of Members

Where the Committee is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Policies and the rules or any resolution or determination of the Committee; or
- (b) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the Club and/or swimming; or

- (c) brought the Club or swimming into disrepute; the Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Club as set out in the By-Laws.

11.2 Non Application of Clause 11

This Clause 11 shall not apply to any incident or matter to which the By-Laws, the Policies or the rules apply and which include a disciplinary procedure. Any disciplinary matter which may be dealt with in accordance with the By-Laws, the Policies or the rules shall be dealt with in accordance with the disciplinary procedure set out in such By-Laws, Policies or rules.

12 GENERAL MEETINGS

12.1 Powers of the General Meeting

The Members in General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Club Members and will in addition to its other powers and functions under the Act:

- i. requisition a General Meeting;
- ii. convene a General Meeting;
- iii. elect / dismiss Committee members;
- iv. alter the Constitution;
- v. consider the annual report;
- vi. consider Special Resolutions; and
- vii. be the final arbiter on matters referred to it by the Committee.

13 ANNUAL GENERAL MEETING TO BE HELD

- (a) An Annual General Meeting of the Club shall be held at least once in each calendar year and within the period of three (3) months after 31 March in any year in accordance with this Constitution on a date and at a venue to be determined by the Committee.

- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

14 NOTICE OF GENERAL MEETINGS

- (a) Notice of every General Meeting shall be given to every Individual Member, Life Member and Committee Member by means of notices approved by the Committee and prepared and issued by the Club. No other person shall be entitled as of right to receive notices of General Meetings, except the Club's auditor(s).
- (b) At least forty five (45) days notice of the place, day and hour of the General Meeting shall be given.
- (c) At least twenty (21) days notice of the business to be transacted at a General Meeting shall be given, together with:
 - i. any notice of motion received from any Member or the Committee in accordance with this Constitution;
 - ii. relevant accounts and reports in accordance with this Constitution and the Act; and
 - iii. the agenda for the meeting.

15 BUSINESS OF GENERAL MEETINGS

15.1 Business to be Transacted

- (a) The business to be transacted at the Annual General Meeting includes the following:
 - i. the confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - ii. to receive from the Committee reports on the activities of the Club during the preceding financial year;
 - iii. to receive and consider the statement which is required by the Act to be submitted to Members;
 - iv. to elect members of the Committee;

- v. To appoint a person to review or audit the Club's financial records for the coming year in accordance with Clause 33.
- vi. the appointment of a Patron or Patrons, if agreed to by the meeting.

(b) All business that is transacted at a General Meeting, with the exception of those matters set out in Clause 15.1(a) shall be Special Business. "Special Business" is business of which a notice of motion has been submitted in accordance with Clause 16.

15.2 No Other Business

No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

16 NOTICES OF MOTION

All notices of motion from Members and/or the Committee for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Secretary not less than thirty (30) days (excluding receiving date and meeting date) prior to the General Meeting.

17 SPECIAL GENERAL MEETINGS

17.1 Special General Meetings may be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where but for this Clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

17.2 Requisition of Special General Meetings

- (a) The Committee shall on the requisition in writing made by not less than ten (10) Members entitled to vote under Clause 19 convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.

- (c) If the Committee does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to the Committee, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Club for any expenses so incurred.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum Present

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be *deemed to be constituted by the number of Members entitled to vote under Clause 19, present at the meeting.*

18.2 President to Preside

The President is to preside as chairperson at each General Meeting of the Club.

If the President *is* absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

18.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting:
 - vii. If convened on the requisition of the Members, is to be dissolved; and
 - viii. In any other case shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members and members of the Committee present form a quorum.

- (b) The chair may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 18.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.4 Poll

At any General Meeting of the Club a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the chair; or
- (b) demanded by over half the Members present.

18.5 Recording of Determinations

Except when a poll is conducted in terms of Clause 18.4, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

18.6 Where Poll Demanded

If a poll is conducted under Clause 18.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the poll shall be the resolution of the motion in respect of which the poll was conducted.

18.7 Minutes

The minutes of each General Meeting must be signed by the person presiding at the meeting, or the person presiding at the next General meeting, verifying their accuracy.

19 ENTITLEMENTS AT GENERAL MEETINGS

- (a) Each Member seventeen (17) years of age or older present is entitled to one (1) vote only. The chair shall not have a casting vote. Where voting is equal the vote shall be lost. No other person shall be entitled to vote, but may exercise the rights afforded under Clause 5.1, subject to this Constitution, including any eligibility conditions applicable to Life Members under Clause 5.2.
- (b) Notwithstanding any other Clause of this Constitution, no Member shall take part in a General Meeting, unless all monies then due and payable by that Member to the Club are paid.

20 POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Club shall be governed, and the powers of the Club shall be exercised, by the Committee.

The Committee shall act in accordance with the Objects of the Club and shall operate for the collective and mutual benefit of the Club, the Members and swimming.

21 COMPOSITION OF THE COMMITTEE

- (a) The Committee is to consist of:
 - i. the office-bearers of the Club listed in Clause 21(b); and
 - ii. any additional Committee Members as determined by the Committee and set out in the By-Laws.
- (b) The office-bearers of the Club are:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer

- v. Registrar
- vi. Race Secretary

22 ELECTION OF COMMITTEE MEMBERS

22.1 Nominations for Committee Members

- (a) Nominations must be received by the Secretary from Members to be considered for election as a Committee Member thirty (30) days prior to the relevant General Meeting.
- (b) To be eligible for nomination a member must be financial and have been a financial member of the club for the previous 3 years.

22.2 Form of Nomination

Nominations for election to the Committee pursuant to Clause 22.1 must be in writing on the prescribed form provided for that purpose.

22.3 Election Process

- (a) The election of the Committee members shall be by secret ballot at the Annual General meeting and in accordance with the By-Laws.
- (b) Each Member entitled to vote under Clause 19 being present at the General Meeting may vote for any number of candidates not more than the number of vacancies.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated as in Clause 22.1 are taken to be elected and further nominations may be taken from any members present at the meeting. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies and dealt with as detailed in Clause 24.2.
- (d) A list of the candidates' names in alphabetical order must be advised to Members by means of notice approved by the Committee and prepared and issued by the Club at least twenty one (21) days immediately preceding the General Meeting of the Club.

- (e) If required, balloting lists must be prepared by the Committee containing the names of the candidates in alphabetical order.
- (f) In the case of an equality of votes for an election of office it shall be resolved by lot to eliminate the unsuccessful candidate.

22.4 Term of Committee Members

Subject to the provisions in this Constitution relating to the earlier retirement or removal of Committee members, each Committee member shall hold office until the conclusion of the next Annual General Meeting but is eligible for re-election.

23 ELECTION OF OTHER POSITIONS

All positions, other than Committee Members, required to be elected at the Annual General Meeting, including the Financial Reviewer, Auditor, or any other position prescribed by the Constitution or By-Laws, shall follow the same nomination and election procedures as those for Committee Members, as outlined in Clause 22.

24 VACANCIES OF COMMITTEE MEMBERS

24.1 Grounds for Termination of Committee Members

In addition to the circumstances (if any) 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) is no longer a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) 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;
- (e) resigns his office by providing notice in writing to the Club;
- (f) is absent without the consent of the Committee from three (3) consecutive Committee meetings held during a period of six (6) months;

- (g) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution.
- (j) is, in the opinion of the committee, guilty of misconduct or a breach of the clubs constitution, By Laws or rules. Such a committee member may be called before the executive to show cause why they should not be expelled from the Executive. If in the opinion of the committee the reasons given are not satisfactory the member shall be expelled and the members seat and position declared vacant.

24.2 Casual Vacancies

If any casual vacancies occur on the Committee, the continuing members of the Committee may appoint a Member of the Club to fill the vacancy until the conclusion of the next Annual General Meeting following the date of the appointment.

24.3 Remaining Committee Members May Act

In the event of a casual vacancy or vacancies on the Committee, the remaining Committee members may act but, if the number of remaining Committee members is not sufficient to constitute a quorum at a Committee meeting, they may act to;

- (a) increase the number of Committee members to the number required for a quorum, or
- (b) call a General Meeting of the Club.

25 MEETINGS OF THE COMMITTEE

25.1 Committee to Meet

The Committee shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.

25.2 Chair

The President shall chair any Committee meeting at which he is present. If the President is not present, or is unwilling or unable to preside a vice-president, is to preside as chairperson.

If the President and or vice-presidents are absent or unwilling to act, the remaining Committee members shall appoint one of their number to preside as chair for that meeting only.

25.3 Decisions of Committee

- (a) Subject to this Constitution, motions or decisions arising at a Committee meeting shall be determined by a majority of votes of Committee Members present and entitled to vote. Each Committee Member shall have one (1) vote only, regardless of the number of positions held. The chair shall have a casting vote where votes are equal.
- (b) Life Members present are entitled to vote at Committee meetings, subject to eligibility under Clause 5.2.
- (c) The Secretary shall notify all Members by means of notices approved by the Committee and prepared and issued by the Club of all administrative decisions made at a Committee meeting within 14 days of the conclusion of that meeting.

25.4 Resolutions Not in Meeting

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) 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 (1) 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 different;

- 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;
- iii. in the event of a failure in communications prevents Clause 24.4 (b) (i) from being satisfied by a quorum of Committee members then the meeting shall be suspended until Clause 24.4 (b) (i) is satisfied again. If such is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and
- iv. no meeting shall be invalidated merely because no Committee member is physically present at the place for the meeting specified in the notice of meeting.

25.5 Quorum

- (a) At meetings of the Committee the number of Committee members whose presence or participation under Clause 25.4 is required to constitute a quorum is 50% or more of the number of current members of the Committee.
- (b) If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to
 - i. the same day, time and place in the next week or
 - ii. a day, time and place decided by the Committee.

25.6 Notice of Committee Meetings

Unless all Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' written notice of the meeting of the Committee shall be given to each Committee member. The agenda shall be forwarded to each Committee member not less than five (5) days prior to such meeting.

25.7 Validity of Committee Decisions

A procedural defect in decisions taken by the Committee shall not result in such decision being invalidated.

25.8 Minutes

The minutes of the Committee meeting must be signed by the person presiding at the meeting, or the person presiding at the next Committee meeting, verifying their accuracy.

26 CONFLICTS

A Committee member shall declare to the Committee his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter;
- (d) financial matter; or
- (e) other matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter. 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 issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred. The Secretary shall maintain a register of declared interests.

27 PUBLIC OFFICER

- (a) The Committee shall ensure that a person is appointed as public officer in accordance with the Act.
- (b) The public officer will be familiar with the provisions of the Act and will use their best endeavours to ensure all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available.
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and a resident of the geographical boundaries as required by the Act.
- (d) The Public officer shall be deemed to have vacated his position in the following circumstances;

- iii. death;
- iv. resignation;
- v. removal by the Committee or at a General Meeting;
- vi. bankruptcy or financial insolvency;
- vii. mental illness; or
- viii. residency outside the geographical boundaries as required by the Act.

28 DELEGATIONS

28.1 Committee may Delegate Functions

The Committee may by instrument in writing create or establish or appoint from among the Committee members or otherwise, standing committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Committee determines.

28.2 Delegation by Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Committee by the Act or any other law or this Constitution.

28.3 Delegated Function Exercised in Accordance with Terms

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

28.4 Procedure of Delegated Entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under Clauses 24 and 25. The quorum shall be determined by the standing committee, but shall be no less than one half of the total number of standing committee members.

28.5 Delegation may be Conditional

A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

28.6 Revocation of Delegation

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this Clause, and may amend, repeal or veto any decision made by such body or person under this Clause.

28.7 Standing Committees

- (a) A standing committee appointed under this Clause will function as a standing committee of the Committee in accordance with this Clause 27. For the avoidance of doubt the standing committees and their members are responsible to the Committee and are subject to the direction of, and delegation prepared by, the Committee in accordance with this Clause 27.
- (b) The Committee will call for applications as detailed in the By-Laws from Individual Members for consideration for appointment to the standing committees. Such appointments will be advised as soon as possible after the Annual General Meeting.

29 BY-LAWS AND POLICIES

29.1 Committee to Formulate By-Laws and Policies

The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Club and, the advancement of the Objects as it think necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

29.2 By-Laws and Policies Binding

All By-Laws and Policies made under this Clause shall be binding on the Members.

29.3 By-Laws and Policies Deemed Applicable

All powers, rules, regulations, policies and by-laws of the Club in force at the date of the approval of this Constitution under the Act insofar as such powers, rules,

regulations, policies or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and Policies under this Clause.

29.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Club. Notices are binding upon all Members.

30 RECORDS AND ACCOUNTS

30.1 Custody and Inspection of Book

- (a) Except as otherwise provided by this Constitution, the Committee must keep in its custody or under its control all records, books and other documents relating to the Club.
- (b) The records, books and other documents of the Club must be open to inspect, free of charge, by a Member at any reasonable hour.

30.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct.

30.3 The Club to Retain Records

The Club shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

30.4 Committee to Submit Accounts

The Committee shall submit to the Annual General Meeting the accounts of the Club in accordance with this Constitution and the Act.

30.5 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three (3) months after such approval or adoption.

30.6 Accounts to be Provided to Members

The Club shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the Club in accordance with this Constitution, a copy of the accounts, the Committee's report, the auditor's report and every other document required under the Act.

30.7 Negotiable Instruments

All cheques and other negotiable instruments shall be signed or otherwise executed, by any two (2) of *President, Secretary or Treasurer* or in such other manner and by such persons the Committee determines.

30.8 Funds and Accounts

- (a) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) All expenditure must be approved or ratified at a Committee meeting *and minuted*.

30.9 Financial Year

The financial year of the Club closes on 31 March in each year.

31 APPLICATION OF INCOME AND PROPERTY

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Nothing contained in Clauses 30(b) or 30(c) shall prevent payment in good faith to any Member:

- i. for any services actually rendered to the Club whether as an employee or otherwise;
- ii. for goods supplied to the Club in the ordinary and usual course of business;
- iii. of interest on money borrowed from any Member;
- iv. of rent for premises demised or let by any Member to the Club; or
- v. for any out-of-pocket expenses incurred by the Member on behalf of the club;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

32 COMMON SEAL

- (a) The common seal of the Club must be kept in the custody of the Committee.
- (b) The common seal must not be fixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of two (2) office bearers.

33 AUDITOR

- (a) If an audit is required under the Associations Incorporation Act 2009 (NSW), the Club must appoint a qualified and independent auditor in accordance with the Act.
- (b) If an audit is not required, the Members may appoint either:
 - i. a qualified and independent auditor; or
 - ii. a financially competent person to conduct a financial review.
- (c) A financial reviewer may be a Member but must not be a current Committee Member or entitled to vote at Committee meetings.
- (d) If no auditor or reviewer is appointed, and the Act does not require one, the Treasurer shall present the financial report to the Annual General Meeting.
- (e) Any auditor or reviewer must act in accordance with the Act.

34 RESOLUTION OF INTERNAL DISPUTES

Disputes between Members (in their capacity as Members) of the Club, and disputes between Members and the Club, are to be referred to the committee (7) days after the dispute occurred and must be submitted in writing in accordance with the By-laws.

35 NOTICES

35.1 Manner of Notice

- (a) Notices may be given to any Member by sending the notice 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 or subject to approval of the Committee by means of a notice placed on the Clubs notice board which is accessible to all Members.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall 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 upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

36 ADDITION ALTERATION OR AMENDMENT

- (a) Subject to the Act, this Constitution may be amended, repealed or added to following the specific approval of SNSW by a Special Resolution carried at a General Meeting.
- (b) an amendment, repeal or addition is valid only if it is registered as required by the Act.

37 WINDING UP OF CLUB AND LIABILITY OF MEMBERS

37.1 Member Contributions

Each Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1).

37.2 Distributions 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, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club by Clause 30. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales or Australian Capital Territory as may have or acquire jurisdiction in the matter.

37.3 Liability of Members

The liability of the Members of the Club is limited.

38 INDEMNITY

38.1 Committee Members to be Indemnified

Every Committee member, auditor, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him in his capacity as a Committee member, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

38.2 The Club to Indemnify Committee Members

The Club shall indemnify its Committee members and employees against all damages and costs (including legal costs) for which any such Committee member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.